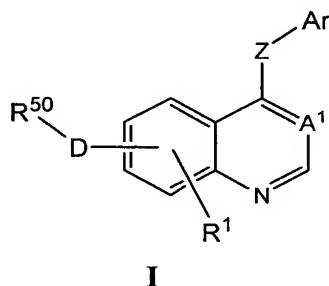


## AMENDMENTS TO THE CLAIMS

This listing of claims replaces all prior versions, and listings, of claims in the application.

1. (Original) A compound for modulating kinase activity according to formula **I**,



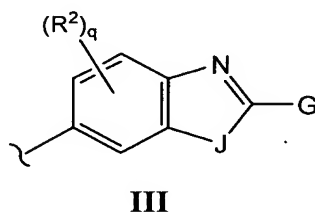
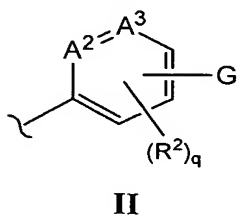
or a pharmaceutically acceptable salt, hydrate, or prodrug thereof, wherein,

$R^1$  is selected from -H, halogen,  $-OR^3$ ,  $-NO_2$ ,  $-NH_2$ ,  $-NR^3R^4$ , and optionally substituted lower alkyl;

$A^1$  is selected from  $=N-$ ,  $=C(H)-$ , and  $=C(CN)-$ ;

$Z$  is selected from  $-S(O)_{0-2}-$ ,  $-O-$ , and  $-NR^5-$ ;

$Ar$  is either a group of formula **II**, or of formula **III**,



wherein,

$R^2$  is selected from -H, halogen, trihalomethyl,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-OR^3$ ,  $-NR^3R^4$ ,  $-S(O)_{0-2}R^3$ ,  $-SO_2NR^3R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-N(R^3)SO_2R^3$ ,  $-N(R^3)C(O)R^3$ ,  $-N(R^3)CO_2R^3$ ,  $-C(O)R^3$ , and optionally substituted lower alkyl;

$q$  is 0 to 4;

$G$  is a group -B-L-T, wherein

$B$  is selected from absent,  $-N(R^{13})-$ ,  $-N(SO_2R^{13})-$ ,  $-O-$ ,  $-S(O)_{0-2}-$ , and  $-C(=O)-$ ;

L is selected from absent,  $-\text{C}(=\text{S})\text{N}(\text{R}^{13})-$ ,  $-\text{C}(=\text{NR}^{14})\text{N}(\text{R}^{13})-$ ,  $-\text{SO}_2\text{N}(\text{R}^{13})-$ ,  $-\text{SO}_2-$ ,  $-\text{C}(=\text{O})\text{N}(\text{R}^{13})-$ ,  $-\text{N}(\text{R}^{13})-$ ,  $-\text{C}(=\text{O})\text{C}_{1-2}\text{alkylN}(\text{R}^{13})-$ ,  $-\text{N}(\text{R}^{13})\text{C}_{1-2}\text{alkylC}(=\text{O})-$ ,  $-\text{C}(=\text{O})\text{C}_{0-1}\text{alkylC}(=\text{O})\text{N}(\text{R}^{13})-$ ,  $-\text{C}_{0-4}\text{alkylene}-$ ,  $-\text{C}(=\text{O})\text{C}_{0-1}\text{alkylC}(=\text{O})\text{OR}^3-$ ,  $-\text{C}(=\text{NR}^{14})\text{C}_{0-1}\text{alkylC}(=\text{O})-$ ,  $-\text{C}(=\text{O})-$ ,  $-\text{C}(=\text{O})\text{C}_{0-1}\text{alkylC}(=\text{O})-$ , and an optionally substituted four to six-membered heterocyclyl containing between one and three annular heteroatoms including at least one nitrogen; and

T is selected from  $-\text{H}$ ,  $-\text{R}^{13}$ ,  $-\text{C}_{0-4}\text{alkyl}$ ,  $-\text{C}_{0-4}\text{alkylQ}$ ,  $-\text{OC}_{0-4}\text{alkylQ}$ ,  $-\text{C}_{0-4}\text{alkylOQ}$ ,  $-\text{N}(\text{R}^{13})\text{C}_{0-4}\text{alkylQ}$ ,  $-\text{SO}_2\text{C}_{0-4}\text{alkylQ}$ ,  $-\text{C}(=\text{O})\text{C}_{0-4}\text{alkylQ}$ ,  $-\text{C}_{0-4}\text{alkylN}(\text{R}^{13})\text{Q}$ , and  $-\text{C}(=\text{O})\text{N}(\text{R}^{13})\text{C}_{0-4}\text{alkylQ}$ , wherein each of the aforementioned  $\text{C}_{0-4}\text{alkyl}$  is optionally substituted;

J is selected from  $-\text{S}(\text{O})_{0-2}-$ ,  $-\text{O}-$ , and  $-\text{NR}^{15}-$ ;

$\text{R}^3$  is  $-\text{H}$  or  $\text{R}^4$ ;

$\text{R}^4$  is selected from optionally substituted lower alkyl, optionally substituted aryl, optionally substituted lower arylalkyl, optionally substituted heterocyclyl, and optionally substituted lower heterocyclylalkyl; or

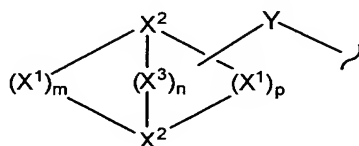
$\text{R}^3$  and  $\text{R}^4$ , when taken together with a common nitrogen to which they are attached, form an optionally substituted five- to seven-membered heterocyclyl, said optionally substituted five- to seven-membered heterocyclyl optionally containing at least one additional annular heteroatom selected from N, O, S, and P;

$\text{A}^2$  and  $\text{A}^3$  are each independently selected from  $=\text{N}-$ ,  $=\text{C}(\text{R}^2)-$ ;

$\text{R}^5$  is  $-\text{H}$  or optionally substituted lower alkyl;

D is selected from  $-\text{O}-$ ,  $-\text{S}(\text{O})_{0-2}-$ , and  $-\text{NR}^{15}-$ ;

$\text{R}^{50}$  is either  $\text{R}^3$ , or according to formula IV;



IV

wherein  $X^1$ ,  $X^2$ , and optionally  $X^3$ , represent the atoms of a saturated bridged ring system, said saturated bridged ring system comprising up to four annular heteroatoms represented by any of  $X^1$ ,  $X^2$ , and  $X^3$ ; wherein,

each  $X^1$  is independently selected from  $-C(R^6)R^7-$ ,  $-O-$ ,  $-S(O)_{0-2}-$ , and  $-NR^8-$ ;

each  $X^2$  is independently an optionally substituted bridgehead methine or a bridgehead nitrogen;

each  $X^3$  is independently selected from  $-C(R^6)R^7-$ ,  $-O-$ ,  $-S(O)_{0-2}-$ , and  $-NR^8-$ ;

Y is either:

an optionally substituted lower alkylene linker, between D and either 1) any annular atom of the saturated bridged ring system, except  $X^2$  when  $X^2$  is a bridgehead nitrogen, or 2) any heteroatom, represented by any of  $R^6$  or  $R^7$ ; provided there are at least two carbon atoms between D and any annular heteroatom of the saturated bridged ring system or any heteroatom represented by any of  $R^6$  or  $R^7$ ;

or Y is absent, when Y is absent, said saturated bridged ring system, is directly attached to D via an annular carbon of said saturated bridged ring system, unless D is  $-SO_2-$ , in which case said saturated bridged ring system, is directly attached to D via an any annular atom of said saturated bridged ring system;

m and p are each independently 1-4;

n is 0-2, when n = 0, then there is a single bond between the two bridgehead  $X^2$ 's;

$R^6$  and  $R^7$  are each independently selected from  $-H$ , halogen, trihalomethyl,  $-CN$ ,  $-NH_2$ ,  $-NO_2$ ,  $-OR^3$ ,  $-NR^3R^4$ ,  $-S(O)_{0-2}R^4$ ,  $-SO_2NR^3R^4$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^4$ ,  $-N(R^3)SO_2R^4$ ,  $-N(R^3)C(O)R^3$ ,  $-NCO_2R^3$ ,  $-C(O)R^3$ , optionally substituted lower alkyl, optionally substituted aryl, optionally substituted lower arylalkyl, optionally substituted heterocyclyl, optionally substituted lower heterocyclylalkyl, and a bond to either Y or D; or

$R^6$  and  $R^7$ , when taken together are oxo; or

$R^6$  and  $R^7$ , when taken together with a common carbon to which they are attached, form a optionally substituted three- to seven-membered spirocyclyl, said optionally substituted three-

to seven-membered spirocyclyl optionally containing at least one additional annular heteroatom selected from N, O, S, and P;

$R^8$  is selected from  $-R^3$ , Y,  $-\text{SO}_2\text{NR}^3\text{R}^4$ ,  $-\text{CO}_2\text{R}^4$ ,  $-\text{C}(\text{O})\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{R}^4$ , and  $-\text{C}(\text{O})\text{R}^3$ ;

$R^{13}$  is selected from  $-\text{H}$ ,  $-\text{C}(=\text{O})\text{R}^3$ ,  $-\text{C}(=\text{O})\text{OR}^3$ ,  $-\text{C}(=\text{O})\text{SR}^3$ ,  $-\text{SO}_2\text{R}^4$ ,  $-\text{C}(=\text{O})\text{N}(\text{R}^3)\text{R}^3$ , and optionally substituted lower alkyl,

two  $R^{13}$ , together with the atom or atoms to which they are attached, can combine to form a heteroalicyclic optionally substituted with between one and four of  $R^{60}$ , said heteroalicyclic can have up to four annular heteroatoms, and said heteroalicyclic can have an aryl or heteroaryl fused thereto, in which case said aryl or heteroaryl is optionally substituted with an additional one to four of  $R^{60}$ ;

$R^{14}$  is selected from  $-\text{H}$ ,  $-\text{NO}_2$ ,  $-\text{NH}_2$ ,  $-\text{N}(\text{R}^3)\text{R}^4$ ,  $-\text{CN}$ ,  $-\text{OR}^3$ , optionally substituted lower alkyl, optionally substituted heteroalicyclylalkyl, optionally substituted aryl, optionally substituted arylalkyl and optionally substituted heteroalicyclic;

$R^{15}$  is a group  $-\text{M}^1-\text{M}^2$ , wherein  $\text{M}^1$  is selected from absent,  $-\text{C}(=\text{S})\text{N}(\text{R}^{13})-$ ,  $-\text{C}(=\text{NR}^{14})\text{N}(\text{R}^{13})-$ ,  $-\text{SO}_2\text{N}(\text{R}^{13})-$ ,  $-\text{SO}_2-$ ,  $-\text{C}(=\text{O})\text{N}(\text{R}^{13})-$ ,  $-\text{C}(=\text{O})\text{C}(=\text{O})\text{N}(\text{R}^{13})-$ ,  $-\text{C}_{0-4}\text{alkylene}-$ ,  $-\text{C}(=\text{O})-$ , and an optionally substituted four to six-membered heterocyclyl annular containing between one and three heteratoms including at least one nitrogen; and  $\text{M}^2$  is selected from  $-\text{H}$ ,  $-\text{C}_{0-6}\text{alkyl}$ , alkoxy,  $-\text{C}(=\text{O})\text{C}_{0-4}\text{alkylQ}$ ,  $-\text{C}_{0-4}\text{alkylQ}$ ,  $-\text{OC}_{0-4}\text{alkylQ}$ ,  $-\text{N}(\text{R}^{13})\text{C}_{0-4}\text{alkylQ}$ , and  $-\text{C}(=\text{O})\text{N}(\text{R}^{13})\text{C}_{0-4}\text{alkylQ}$ ; and

Q is a five- to ten-membered ring system, optionally substituted with between zero and four of  $R^{20}$ ;

$R^{20}$  is selected from  $-\text{H}$ , halogen, trihalomethyl,  $-\text{CN}$ ,  $-\text{NO}_2$ ,  $-\text{NH}_2$ ,  $-\text{OR}^3$ ,  $-\text{NR}^3\text{R}^4$ ,  $-\text{S}(\text{O})_{0-2}\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{C}(\text{O})\text{NR}^3\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{SO}_2\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{C}(\text{O})\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{CO}_2\text{R}^3$ ,  $-\text{C}(\text{O})\text{R}^3$ , and optionally substituted lower alkyl;

$R^{60}$  is selected from  $-\text{H}$ , halogen, trihalomethyl,  $-\text{CN}$ ,  $-\text{NO}_2$ ,  $-\text{NH}_2$ ,  $-\text{OR}^3$ ,  $-\text{NR}^3\text{R}^4$ ,  $-\text{S}(\text{O})_{0-2}\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{C}(\text{O})\text{NR}^3\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{SO}_2\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{C}(\text{O})\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{CO}_2\text{R}^3$ ,  $-\text{C}(\text{O})\text{R}^3$ , optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heteroarylalkyl, and optionally substituted arylalkyl;

two of  $R^{60}$ , when attached to a non-aromatic carbon, can be oxo;



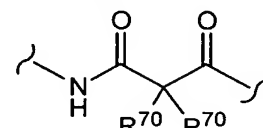
with the proviso, only when Ar is according to formula II, if Y is a C<sub>1-6</sub> alkylene; Z is -NH- or -N(CH<sub>3</sub>)-; R<sup>1</sup> is a C<sub>1-6</sub>alkyl optionally substituted in the 2-position by -OH or a C<sub>1-4</sub>alkoxy group; R<sup>2</sup> is -H or halogen; n = 0; and the atoms, X<sup>1</sup>, of one bridge of the saturated bridged ring system, when combined with both bridgehead atoms, X<sup>2</sup>, of the saturated bridged ring system, represent:

- 1) either a pyrrolidine or a piperidine, and any atom, X<sup>1</sup> or X<sup>2</sup>, of either of said pyrrolidine or said piperidine is attached to Y, then the other bridge of said saturated bridged ring system cannot be any one of -OC(O)CH<sub>2</sub>-, -CH<sub>2</sub>OC(O)-, -OC(O)CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>OC(O)CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>OC(O)-, -OC(O)CH<sub>2</sub>NH-, -OC(O)CH<sub>2</sub>N(C<sub>1-4</sub>alkyl)-, and -OC(O)CH<sub>2</sub>O-; or
- 2) either a piperazine or a 4-(C<sub>1-4</sub>alkyl)-piperazine, and any atom, X<sup>1</sup> or X<sup>2</sup>, of either of said piperazine or said 4-(C<sub>1-4</sub>alkyl)-piperazine is attached to Y, then the other bridge of said saturated bridged ring system, only when attached via the 2- and the 3-position of either of said piperazine or said 4-(C<sub>1-4</sub>alkyl)-piperazine, cannot be one of -CH<sub>2</sub>OC(O)CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>OC(O)-, and either of the two aforementioned bridges optionally substituted by one or two C<sub>1-2</sub>alkyl groups; or
- 3) a piperazine, and any atom, X<sup>1</sup> or X<sup>2</sup>, of said piperazine is attached to Y, then the other bridge of said saturated bridged ring system, only when attached via the 3- and the 4-position of said piperazine, cannot be one of -C(O)OCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>OC(O)CH<sub>2</sub>-, and either of the two aforementioned bridges optionally substituted by one or two C<sub>1-2</sub>alkyl groups, and only when either of the two aforementioned bridges are attached to the 3-position of said piperazine via their left-hand end as depicted above; or
- 4) a 2-oxomorpholine, said 2-oxomorpholine attached to Y via its 4-position, then the other bridge of said saturated bridged ring system, only when attached via the 5- and the 6-position of said 2-oxomorpholine, cannot be one of -(CH<sub>2</sub>)<sub>g</sub>-, -CH<sub>2</sub>WCH<sub>2</sub>-, -CH<sub>2</sub>WCH<sub>2</sub>CH<sub>2</sub>-, and -CH<sub>2</sub>CH<sub>2</sub>WCH<sub>2</sub>-, wherein W is -O-, -S(O)<sub>0-2</sub>-, -NH-, or -N(C<sub>1-4</sub>alkyl)- wherein g is 2, 3, or 4;

and with the proviso that when Z is -O-, Ar is according to formula II, and the portion of G directly attached to Ar is selected from:

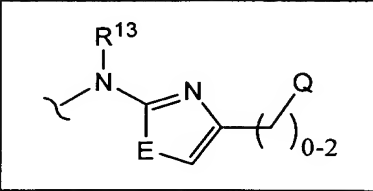
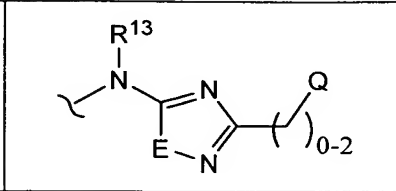
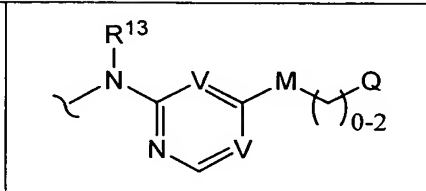
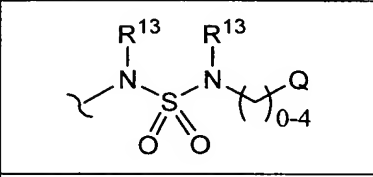
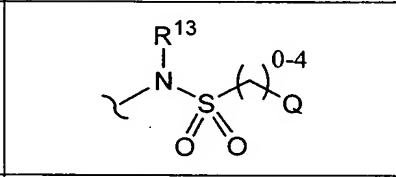
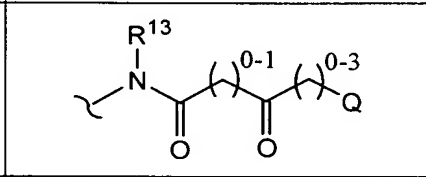
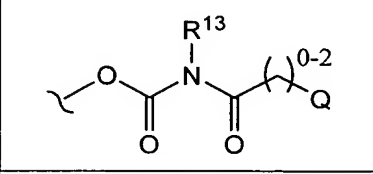
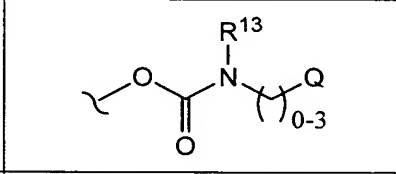
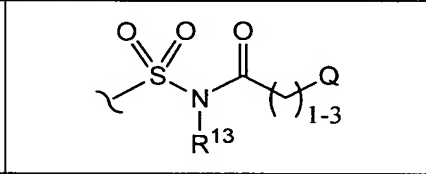
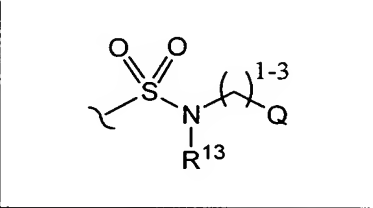
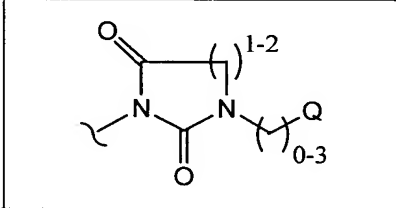
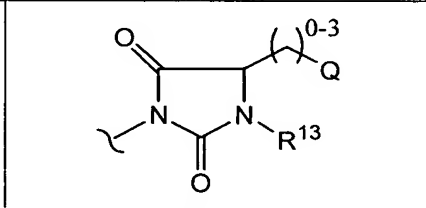
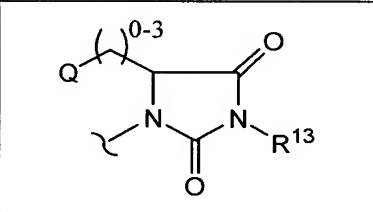
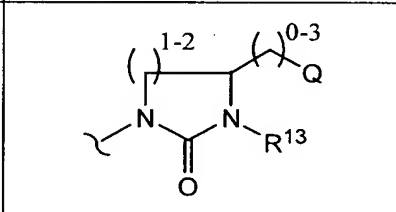
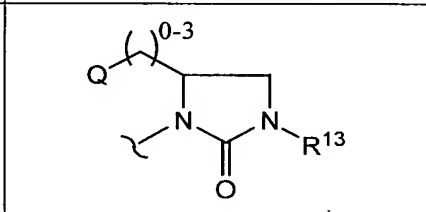
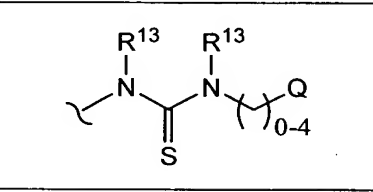
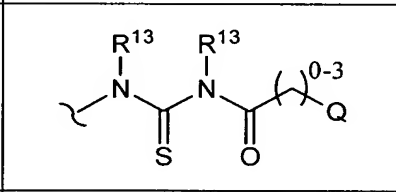
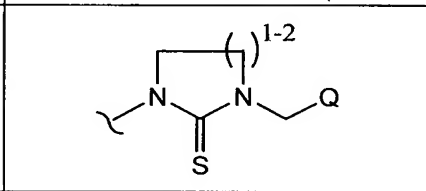
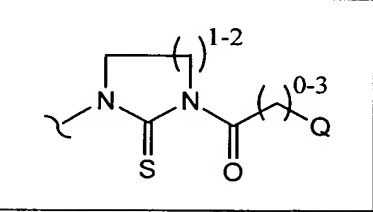
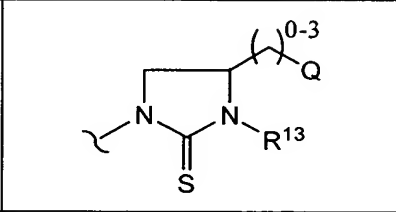
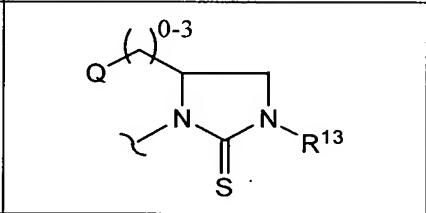
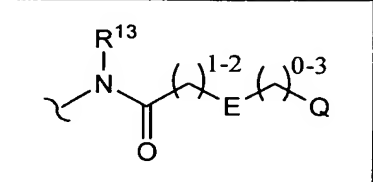
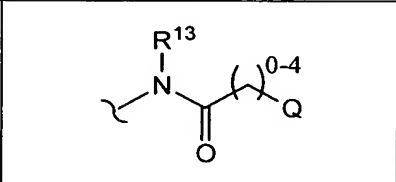
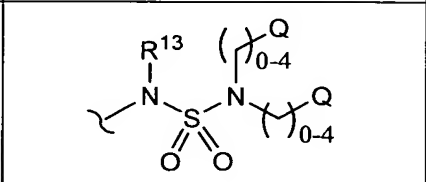

then  $R^{50}$  must be of formula IV;

and with the proviso that when Ar is phenylene or substituted phenylene, Z is  $-S(O)_{0-2}-$  or

$-O-$ , then the portion of G directly attached to Ar cannot contain , when  $R^{70}$  is selected from  $-H$ ,  $C_{1-4}alkyl$ , and  $C_{1-4}alkoxyl$ .

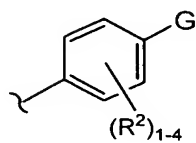
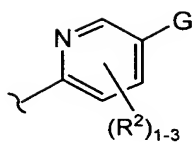
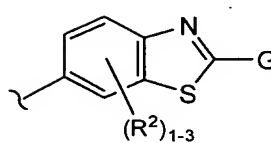
2. (Currently Amended) The compound according to claim 1, ~~wherein in one example, the compound is according to paragraph [0033],~~ wherein Z is either  $-O-$  or  $-NR^5-$ .

3. (Original) The compound according to claim 2, wherein G is selected from the following:


wherein wherein Q, R<sup>20</sup>, and R<sup>13</sup> are as defined above; each E is selected from -O-, -N(R<sup>13</sup>)-, -CH<sub>2</sub>-, and -S(O)<sub>0-2</sub>; M is selected from -O-, -N(R<sup>13</sup>)-, -CH<sub>2</sub>-, and -C(=O)N(R<sup>13</sup>)-; each V is independently either =N- or =C(H)-; each methylene in any of the above formulae is independently optionally substituted with R<sup>25</sup>; and R<sup>25</sup> is selected from halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted aryl, optionally substituted arylalkyl, heteroarylalkyl, and optionally substituted lower alkyl; two of R<sup>25</sup>, together with the carbon or carbons to which they are attached, can combine to form a three- to seven-membered alicyclic or heteroalicyclic, two of R<sup>25</sup> on a single carbon can be oxo.

4. (Original) The compound according to claim 3, wherein Ar is according to one of formula **IIa**, **IIb**, and **IIIa**.

**IIa****IIb****IIIa**

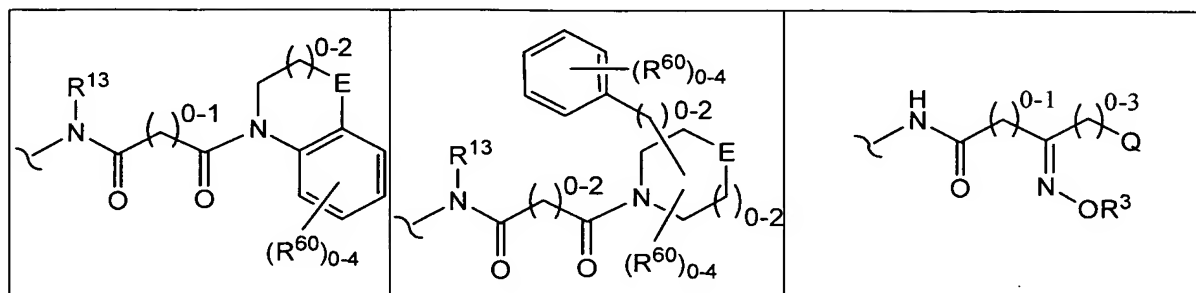
5. (Original) The compound according to claim 4, wherein D is -O- and R<sup>1</sup> is -OR<sup>3</sup>.

6. (Original) The compound according to claim 5, wherein -OR<sup>50</sup> and R<sup>1</sup> are interchangeably located at the 6-position and 7-position of the quinazoline or quinoline according to formula I.

7. (Original) The compound according to claim 6, wherein R<sup>1</sup> is -OH or -OC<sub>1-6</sub>alkyl.

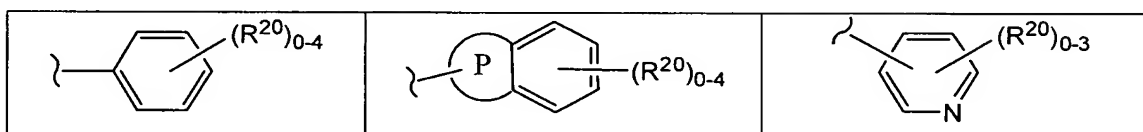
8. (Original) The compound according to claim 7, wherein A<sup>1</sup> is =N- or =C(H)-.

9. (Original) The compound according to claim 8, wherein G is selected from:

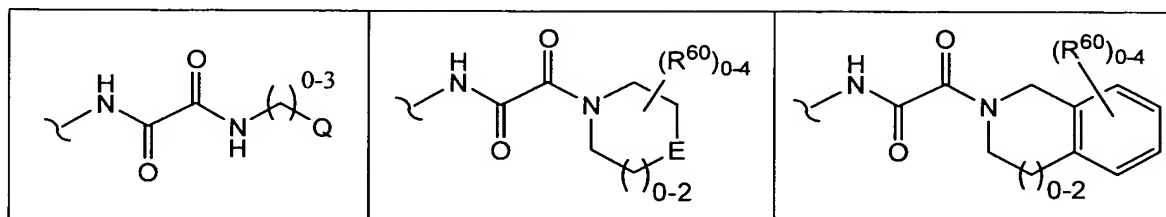
wherein Q, R<sup>20</sup>, R<sup>13</sup>, E, and R<sup>60</sup> are as defined above; each methylene in any of the above formulae, other than those in a depicted ring, is independently optionally substituted with R<sup>25</sup>; and R<sup>25</sup> is selected from halogen, trihalomethyl, oxo, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted aryl, optionally substituted arylalkyl, heteroarylalkyl, and optionally substituted lower alkyl; two of R<sup>25</sup>, together with the carbon or carbons to which they are attached, can combine to form a three- to seven-membered alicyclic or heteroalicyclic.

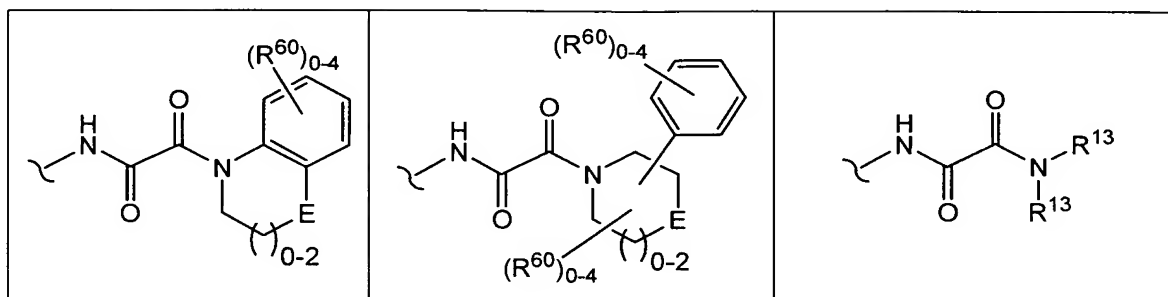
10. (Original) The compound according to claim 9, wherein Q is selected from:



wherein R<sup>20</sup> is defined as above, and P is a five- to seven-membered ring, including the two shared carbons of the aromatic ring to which P is fused, P optionally containing between one and three heteroatoms.

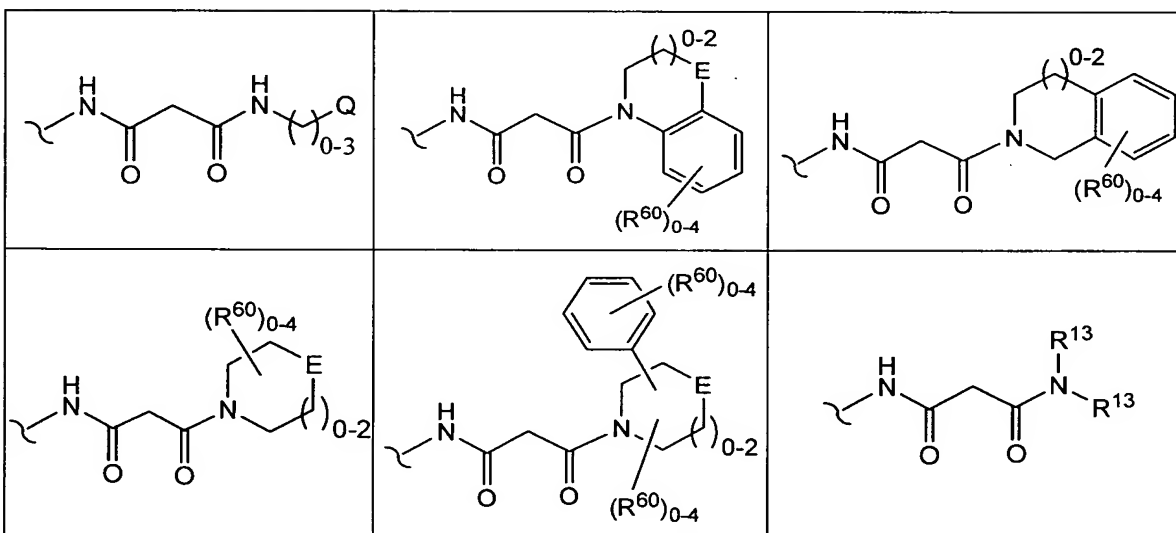
11. (Original) The compound according to claim 10, wherein Ar is according to formula **IIa**, and G is selected from:





wherein Q, R<sup>20</sup>, R<sup>13</sup>, E, and R<sup>60</sup> are as defined above, and each methylene in any of the above formulae, other than those in a depicted ring, is independently optionally substituted with R<sup>25</sup>; and R<sup>25</sup> is selected from halogen, trihalomethyl, oxo, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted aryl, optionally substituted arylalkyl, heteroarylalkyl, and optionally substituted lower alkyl; two of R<sup>25</sup>, together with the carbon or carbons to which they are attached, can combine to form a three- to seven-membered alicyclic or heteroalicyclic.

12. (Original) The compound according to claim 10, wherein Ar is according to formula **IIb**, and G is selected from:



wherein Q, R<sup>20</sup>, R<sup>13</sup>, E, and R<sup>60</sup> are as defined above, and each methylene in any of the above formulae, other than those depicted in a ring, is independently optionally substituted with R<sup>25</sup>; and R<sup>25</sup> is selected from halogen, trihalomethyl, oxo, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted aryl, optionally substituted arylalkyl, heteroarylalkyl, and

optionally substituted lower alkyl; two of  $R^{25}$ , together with the carbon or carbons to which they are attached, can combine to form a three- to seven-membered alicyclic or heteroalicyclic.

13. (Original) The compound according to claim 12, wherein the methylene between the two carbonyls of the depicted formulae is di-substituted with either optionally substituted lower alkyl, or an optionally substituted spirocycle.

14. (Currently Amended) The compound according to claim 11 ~~or claim 12~~, wherein  $R^{50}$  is a heteroalicyclic or a  $C_{1-6}$ alkyl-heteroalicyclic.

15. (Original) The compound according to claim 14, wherein at least one of  $R^2$  is halogen.

16. (Original) The compound according to claim 14, wherein  $R^{50}$  is according to formula IV.

17. (Original) The compound according to claim 16, wherein the saturated bridged ring system according to formula IV has a geometry selected from the group consisting of [4.4.0], [4.3.0], [4.2.0], [4.1.0], [3.3.0], [3.2.0], [3.1.0], [3.3.3], [3.3.2], [3.3.1], [3.2.2], [3.2.1], [2.2.2], and [2.2.1].

18. (Original) The compound according to claim 17, wherein Y is selected from  $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2-$ , and absent.

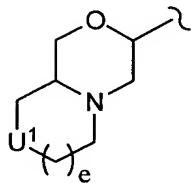
19. (Original) The compound according to claim 18, wherein n is 0 and the saturated bridged ring system according to formula IV has a geometry selected from the group consisting of [4.4.0], [4.3.0], [4.2.0], [4.1.0], [3.3.0], [3.2.0], and [3.1.0].

20. (Original) The compound according to claim 19, wherein said saturated bridged ring system contains at least one annular nitrogen or at least one annular oxygen.

21. (Original) The compound according to claim 20, wherein said saturated bridged ring system contains  $-\text{NR}^8-$ , wherein  $R^8$  is selected from  $-\text{H}$ , optionally substituted lower alkyl,  $-\text{CO}_2\text{R}^3$ ,  $-\text{C}(\text{O})\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{R}^3$ , and  $-\text{C}(\text{O})\text{R}^3$ .



22. (Original) The compound according to claim 20, wherein said saturated bridged ring system is of formula V,



V

wherein  $U^1$  is selected from -O-,  $-S(O)_{0-2}-$ ,  $-NR^8-$ ,  $-CR^6R^7-$ , and absent; and e is 0 or 1.

23. (Original) The compound according to claim 22, wherein Y is  $-CH_2-$ .

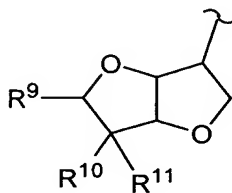
24. (Original) The compound according to claim 23, wherein  $U^1$  is  $-NR^8-$ , wherein  $R^8$  is selected from -H, optionally substituted lower alkyl,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-SO_2R^3$ , and  $-C(O)R^3$ .

25. (Original) The compound according to claim 23, wherein  $U^1$  is -O-.

26. (Original) The compound according to claim 23, wherein  $U^1$  is absent.

27. (Original) The compound according to claim 20, wherein Y is selected from  $-CH_2CH_2-$ ,  $-CH_2-$ , and absent.

28. (Original) The compound according to claim 27, wherein said saturated bridged ring system is of formula VI,



VI

wherein  $R^9$ ,  $R^{10}$ , and  $R^{11}$  are each independently selected from -H, and  $-OR^{12}$ ; or

$R^9$  is selected from -H, and  $-OR^{12}$ , and  $R^{10}$  and  $R^{11}$ , when taken together, are either an optionally substituted alkylidene or an oxo;

$R^{12}$  is selected from -H,  $-C(O)R^3$ , optionally substituted lower alkylidyne, optionally substituted lower arylalkylidyne, optionally substituted lower heterocyclalkylidyne, optionally substituted lower alkylidene, optionally substituted lower alkylidenearyl, optionally substituted lower alkylideneheterocycl, optionally substituted lower alkyl, optionally substituted lower alkylaryl, optionally substituted aryl, optionally substituted lower heterocyclalkyl, and optionally substituted heterocycl;

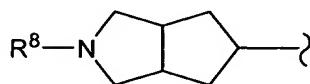
or two  $R^{12}$ 's, when taken together, form 1) a corresponding spirocyclic ketal when said two  $R^{12}$ 's stem from  $R^{10}$  and  $R^{11}$ , or 2) a corresponding cyclic ketal when said two  $R^{12}$ 's stem from  $R^9$  and one of  $R^{10}$  and  $R^{11}$ .

29. (Original) The compound according to claim 28, wherein one of  $R^{10}$  and  $R^{11}$  is  $-OR^{12}$ , wherein  $R^{12}$  is selected from -H,  $-C(O)R^3$ , and optionally substituted lower alkyl; and  $R^9$  and the other of  $R^{10}$  and  $R^{11}$  are both -H.

30. (Original) The compound according to claim 29, wherein Y is either  $-CH_2-$  or absent.

31. (Original) The compound according to claim 30, wherein  $R^9$  is an alkyl group containing at least one fluorine substitution thereon.

32. (Original) The compound according to claim 21, wherein said saturated bridged ring system is of formula **VII**.



**VII**

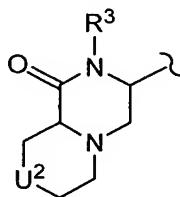
33. (Original) The compound according to claim 32, wherein Y is either  $-CH_2-$  or absent.

34. (Original) The compound according to claim 33, wherein  $R^8$  is methyl or ethyl.

35. (Original) The compound according to claim 21, wherein said saturated bridged ring system is of formula **VIII**.

**VIII**

36. (Original) The compound according to claim 35, wherein Y is -CH<sub>2</sub>-.
37. (Original) The compound according to claim 36, wherein R<sup>8</sup> is methyl or ethyl.
38. (Original) The compound according to claim 20, wherein said saturated bridged ring system is of formula **IX**

**IX**

wherein U<sup>2</sup> is selected from -O-, -S(O)<sub>0-2</sub>-, -NR<sup>8</sup>-, -CR<sup>6</sup>R<sup>7</sup>-, and absent.

39. (Original) The compound according to claim 38, wherein R<sup>3</sup> of formula **IX** is selected from -H and optionally substituted alkyl.
40. (Original) The compound according to claim 39, wherein U<sup>2</sup> is either -CR<sup>6</sup>R<sup>7</sup>- or absent.
41. (Original) The compound according to claim 40, wherein U<sup>2</sup> is either -CH<sub>2</sub>- or absent.
42. (Original) The compound according to claim 41, wherein Y is -CH<sub>2</sub>-.
43. (Original) The compound according to claim 21, wherein said saturated bridged ring system is according to formula **X**.



## X

44. (Original) The compound according to claim 43, wherein R<sup>8</sup> is methyl or ethyl.

45. (Original) The compound according to claim 1, selected from Table 1.

Table 1

Entry	Name	Structure
1	N-[(3-fluoro-4-[(6-(methyloxy)-7-[(3aR,6aS)-octahydrocyclopenta[c]pyrrol-5-ylmethyl]oxy}quinazolin-4-yl]oxy]phenyl]amino)carbonothioyl]-2-phenylacetamide	
2	N-{[(3-fluoro-4-{7-((3aR,6aS)-2-methyloctahydrocyclopenta[c]pyrrol-5-yl)methyl]oxy)-6-(methyloxy)quinazolin-4-yl]oxy}phenyl]amino]carbonothioyl}-2-phenylacetamide	
3	N-[(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)(methyl)amino]carbonothioyl]-2-phenylacetamide	
4	1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)imidazolidin-2-one	
5	1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-3-(phenylmethyl)imidazolidin-2-one	

Table 1

Entry	Name	Structure
6	1-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-3-fluorophenyl)-3-(phenylacetyl)imidazolidin-2-one	
7	ethyl [(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-3-fluorophenyl)amino](oxo)acetate	
8	N-{[(4-{[6,7-bis(methoxy)quinazolin-4-yl]amino}-3-fluorophenyl)amino]carbonothioyl}-2-phenylacetamide	
9	N'-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N-methyl-N-(2-phenylethyl)sulfamide	
10	N-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-3-fluorophenyl)-3-(phenylmethyl)-1,2,4-oxadiazol-5-amine	
11	1-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-3-fluorophenyl)piperidin-2-one	

Table 1

Entry	Name	Structure
12	N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(phenylmethyl)ethanediamide	
13	N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-4-phenyl-1,3-thiazol-2-amine	
14	N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(2-phenylethyl)ethanediamide	
15	N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-1-phenylmethanesulfonamide	
16	N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-2-phenylethanesulfonamide	
17	4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluoro-N-(phenylmethyl)benzenesulfonamide	

Table 1

Entry	Name	Structure
18	4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluoro-N-methyl-N-(phenylmethyl)benzenesulfonamide}	
19	4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluoro-N-(2-phenylethyl)benzenesulfonamide}	
20	4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluoro-N-methyl-N-(2-phenylethyl)benzenesulfonamide}	
21	4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluoro-N-(3-phenylpropyl)benzenesulfonamide}	
22	1-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl}pyrrolidin-2-one)	
23	4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl (phenylmethyl)carbamate}	

Table 1

Entry	Name	Structure
24	4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl (2-phenylethyl)carbamate	
25	4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluoro-N-methyl-N-(3-phenylpropyl)benzenesulfonamide	
26	N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-phenylethanediamide	
27	N-{{[(3-fluoro-4-{{[7-{{[(2-methyloctahydrocyclopenta[c]pyrrol-5-yl)methyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}phenyl)amino]carbonylthioyl]-2-phenylacetamide	
28	N-[(Z)-[(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)amino](imino)methyl]-2-phenylacetamide	
29	4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluoro-N-[2-(phenyloxy)ethyl]benzenesulfonamide	



Table 1

Entry	Name	Structure
30	N,N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-bis-(3-phenylpropane-1-sulfonamide)	
31	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-3-phenylpropane-1-sulfonamide	
32	N2-[(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)sulfonyl]-N1-phenylglycinamide	
33	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}pyridin-3-yl)-2-phenylacetamide	
34	N-{[(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}pyridin-3-yl)amino]carbonothioyl}-2-phenylacetamide	
35	6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-1,3-benzothiazol-2-amine	

Table 1

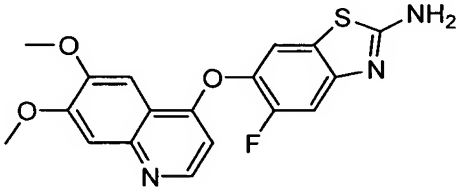
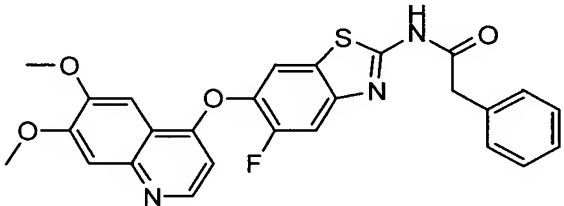
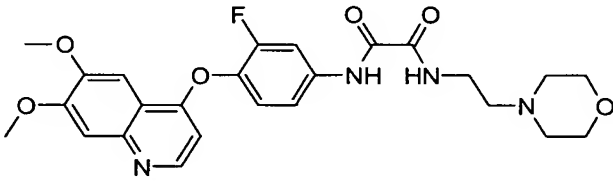
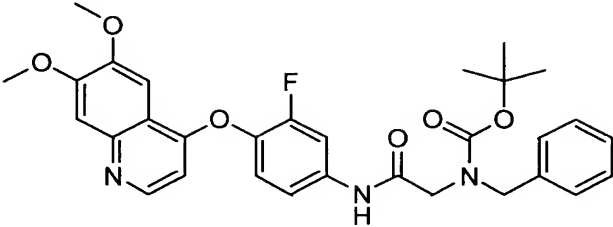
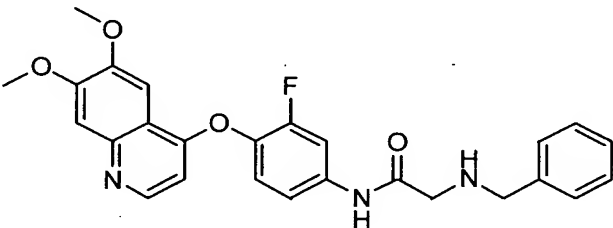
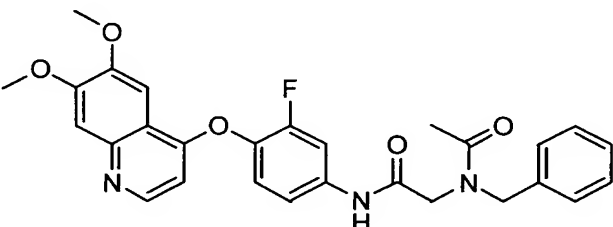
Entry	Name	Structure
36	6-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-5-fluoro-1,3-benzothiazol-2-amine	
37	N-(6-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-5-fluoro-1,3-benzothiazol-2-yl)-2-phenylacetamide	
38	N-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(2-morpholin-4-ylethyl)ethanediamide	
39	benzyl-{{4-(6,7-dimethoxyquinolin-4-yloxy)-3-fluorophenylcarbamoyl}-methyl}-carbamic acid tert-butyl ester	
40	N1-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-(phenylmethyl)glycinamide	
41	N2-acetyl-N1-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-(phenylmethyl)glycinamide	

Table 1

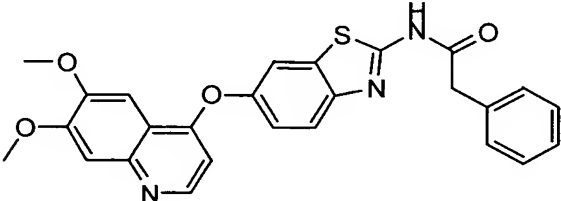
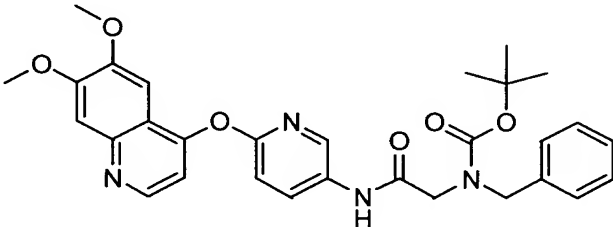
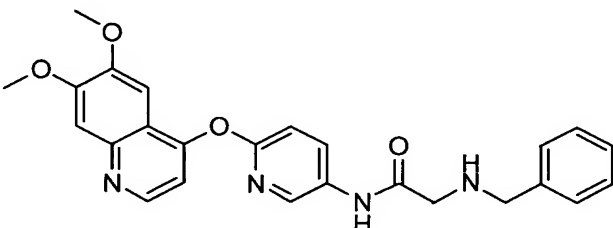
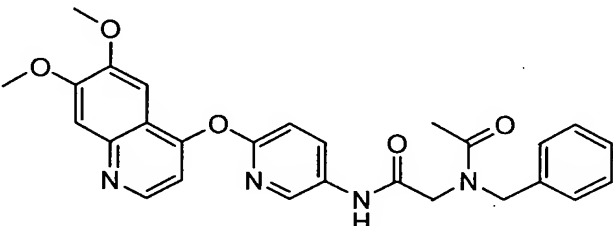
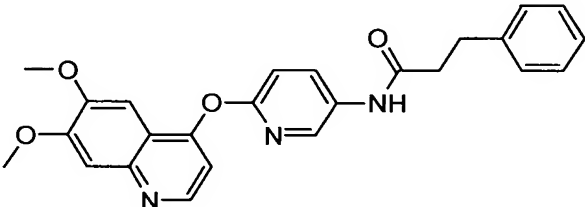
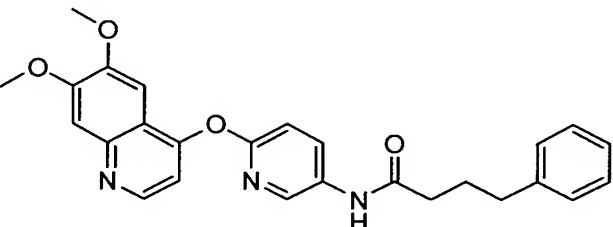
Entry	Name	Structure
42	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-1,3-benzothiazol-2-yl)-2-phenylacetamide	
43	benzyl-{{6-(6,7-dimethoxyquinolin-4-yloxy)-pyridin-3-yl}carbamoyl}-methyl}-carbamic acid tert-butyl ester	
44	N1-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}pyridin-3-yl)-N2-(phenylmethyl)glycinamide	
45	N2-acetyl-N1-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}pyridin-3-yl)-N2-(phenylmethyl)glycinamide	
46	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}pyridin-3-yl)-3-phenylpropanamide	
47	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}pyridin-3-yl)-4-phenylbutanamide	

Table 1

Entry	Name	Structure
48	N1-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}pyridin-3-yl)-N2-methyl-N2-(phenylmethyl)glycinamide	
49	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-{2-[4-(methyloxy)phenyl]ethyl}ethanediamide	
50	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-methyl-N2-(phenylmethyl)glycinamide	
51	4-[(2-amino-1,3-benzothiazol-6-yl)oxy]-6,7-bis(methyloxy)-1-(2-oxo-2-phenylethyl)quinolinium	
52	N-{[(4-{[6,7-bis(methyloxy)quinolin-4-yl]amino}phenyl)amino]carbothioyl}-2-phenylacetamide	
53	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-1,3-benzothiazol-2-yl)-3-phenylpropanamide	

Table 1

Entry	Name	Structure
54	N-{[(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)amino]carbonothioyl}-2-phenylacetamide	
55	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(2,3-dihydro-1H-inden-1-yl)ethanediamide	
56	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(2,3-dihydro-1H-inden-2-yl)ethanediamide	
57	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(1,2,3,4-tetrahydronaphthalen-1-yl)ethanediamide	
58	N'-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N-(2-phenylethyl)-N-(phenylmethyl)sulfamide	
59	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-(trifluoroacetyl)glycinamide	

Table 1

Entry	Name	Structure
60	N-{[4-(6,7-dimethoxyquinolin-4-yloxy)-3-fluorophenylcarbamoyl]-methyl}-benzamide	
61	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}pyridin-3-yl)-N'-(4-fluorophenyl)propanediamide	
62	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-[(2S)-1,2,3,4-tetrahydronaphthalen-2-yl]ethanediamide	
63	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-[2-(4-methylphenyl)ethyl]ethanediamide	
64	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(2-phenylpropyl)ethanediamide	
65	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-[2-(4-chlorophenyl)ethyl]ethanediamide	

Table 1

Entry	Name	Structure
66	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N,N'-bis(phenylmethyl)sulfamide	
67	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N,N'-bis(2-phenylethyl)sulfamide	
68	ethyl [(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)amino](oxo)acetate	
69	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-N'-(2-phenylethyl)ethanediamide	
70	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-N'-(4-fluorophenyl)propanediamide	
71	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(1,2,3,4-tetrahydronaphthalen-2-yl)ethanediamide	

Table 1

Entry	Name	Structure
72	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-[2-(1-methylpyrrolidin-2-yl)ethyl]ethanediamide	
73	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-[2-(phenyloxy)ethyl]ethanediamide	
74	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-[2-hydroxy-1-(phenylmethyl)ethyl]urea	
75	1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-3-[(4-methylphenyl)sulfonyl]-4-(phenylmethyl)imidazolidin-2-one	
76	N'-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N-methyl-N-(2-phenylethyl)ethanediamide	
77	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-{[3-(trifluoromethyl)phenyl]methyl}ethanediamide	



Table 1

Entry	Name	Structure
78	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-{2-[3-(trifluoromethyl)phenyl]ethyl}ethanediamide	
79	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-3-oxo-4-phenylbutanamide	
80	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-2-[3-(trifluoromethyl)phenyl]acetamide	
81	6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-N-[2-(phenyloxy)ethyl]-1,3-benzothiazol-2-amine	
82	6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-N-(2-piperidin-1-ylethyl)-1,3-benzothiazol-2-amine	
83	6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-N-methyl-N-(2-phenylethyl)-1,3-benzothiazol-2-amine	

Table 1

Entry	Name	Structure
84	6-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-N-(2-pyrrolidin-1-ylethyl)-1,3-benzothiazol-2-amine	
85	6-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-N-{{[3-(trifluoromethyl)phenyl]methyl}-1,3-benzothiazol-2-amine	
86	6-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-N-{{2-[[3-(trifluoromethyl)phenyl]ethyl]-1,3-benzothiazol-2-amine	
87	N-(6-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-N'-[[3-(trifluoromethyl)phenyl]propyl]propanediamide	
88	N-(6-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-1,3-benzothiazol-2-yl)-2-[[3-(trifluoromethyl)phenyl]acetyl]acetamide	
89	N1-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-{{[3-(trifluoromethyl)phenyl]methyl}glycinamide	

Table 1

Entry	Name	Structure
90	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-(2-phenylethyl)glycinamide	
91	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-{2-[3-(trifluoromethyl)phenyl]ethyl}glycinamide	
92	benzyl-{{5-chloro-6-(6,7-dimethoxy-quinolin-4-yloxy)-pyridin-3-yl}carbonyl}-methyl}-carbamic acid tert-butyl ester	
93	N1-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-N2-(phenylmethyl)glycinamide	
94	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-1,3-benzothiazol-2-yl)-2-[3,5-bis(trifluoromethyl)phenyl]acetamide	
95	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-1,3-benzothiazol-2-yl)-2-[2-chloro-5-(trifluoromethyl)phenyl]acetamide	

Table 1

Entry	Name	Structure
96	N-{3-fluoro-4-[(6-(methyloxy)-7-[(1-methylpiperidin-4-yl)methyl]oxy}quinolin-4-yl)oxy]phenyl}-N'-(2-phenylethyl)ethanediamide	
97	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(1,2,3,4-tetrahydroisoquinolin-1-ylmethyl)ethanediamide	
98	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-[(2-methyl-1,2,3,4-tetrahydroisoquinolin-1-yl)methyl]ethanediamide	
99	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-methyl-N2-{[3-(trifluoromethyl)phenyl]methyl}glycinamide	
100	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-methyl-N2-{2-[3-(trifluoromethyl)phenyl]ethyl}glycinamide	
101	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N2-methyl-N2-(2-phenylethyl)glycinamide	

Table 1

Entry	Name	Structure
102	1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-4-(phenylmethyl)imidazolidin-2-one	
103	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}pyridazin-3-yl)-N'-(4-fluorophenyl)propanediamide	
104	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-N'-(2-chlorophenyl)propanediamide	
105	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-N'-(3-chlorophenyl)propanediamide	
106	N1-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-N2-methyl-N2-(phenylmethyl)glycinamide	
107	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-N'-(4-chlorophenyl)propanediamide	

Table 1

Entry	Name	Structure
108	(2E)-N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl}-2-[(methyloxy)imino]propanamide	
109	(2E)-N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl}-2-[(ethyloxy)imino]propanamide	
110	(2E)-N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl}-2-[[[(phenylmethyl)oxy]imino]propanamide	
111	N-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl}-1-(phenylmethyl)prolinamide	
112	1-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl}-3-[(4-methylphenyl)sulfonyl]-4-(phenylmethyl)imidazolidin-2-one	
113	1-(4-{{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl}-4-(phenylmethyl)imidazolidin-2-one	

Table 1

Entry	Name	Structure
114	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-4-(phenylmethyl)-4,5-dihydro-1,3-oxazol-2-amine	
115	6,7-bis(methyloxy)-4-({4-[4-(phenylmethyl)piperazin-1-yl]phenyl}oxy)quinoline	
116	1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-4-(phenylmethyl)piperazin-2-one	
117	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N2-(phenylmethyl)alaninamide	
118	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N2-methyl-N2-(phenylmethyl)alaninamide	
119	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N2-(phenylmethyl)leucinamide	

Table 1

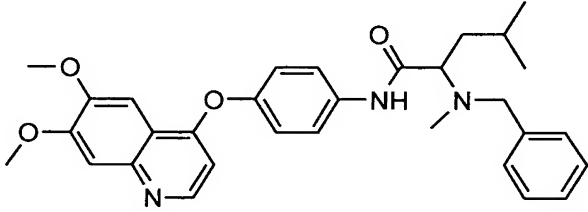
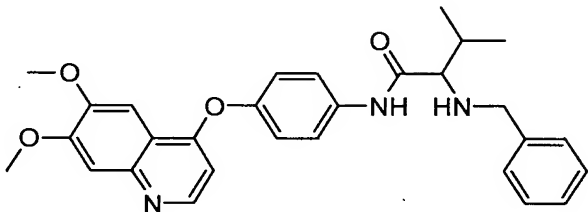
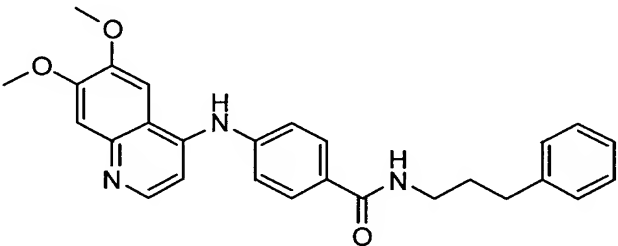
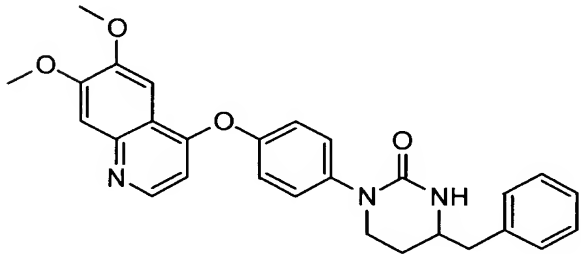
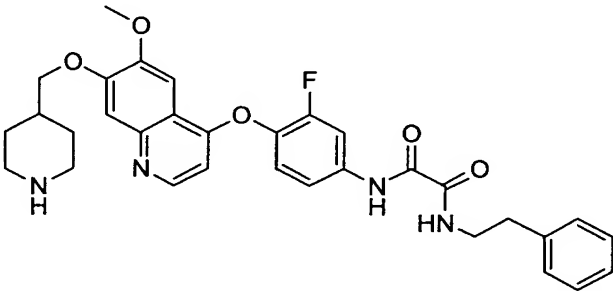
Entry	Name	Structure
120	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N2-methyl-N2-(phenylmethyl)leucinamide	
121	N1-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N2-(phenylmethyl)valinamide	
122	4-(6,7-dimethoxy-quinolin-4-ylamino)-N-(3-phenylpropyl)-benzamide	
123	4-benzyl-1-[4-(6,7-dimethoxy-quinolin-4-yloxy)-phenyl]-tetrahydro-pyrimidin-2-one	
124	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide	



Table 1

Entry	Name	Structure
125	2-(Benzyl-methyl-amino)-N-[4-(6,7-dimethoxy-quinolin-4-yloxy)-phenyl]-3-methyl-butylamide (note: Alphabetic order of prefixes ignored while selecting parent chain)	
126	N-[4-(6,7-Dimethoxy-quinolin-4-yloxy)-phenyl]-2-phenoxyimino-propionamide	
127	2-Benzyloxyimino-N-[4-(6,7-dimethoxy-quinolin-4-yloxy)-phenyl]-2-phenyl-acetamide	
128	4-[4-(4-Benzyl-piperidin-1-yl)-phenoxy]-6,7-dimethoxy-quinoline	

Table 1

Entry	Name	Structure
129	N-[4-(6,7-Dimethoxy-quinolin-4-yloxy)-3-fluorophenyl]-N'-(2-isopropyl-1,2,3,4-tetrahydro-isoquinolin-1-ylmethyl)-oxalamide	
130	N-[4-(6,7-Dimethoxy-quinolin-4-yloxy)-3-fluorophenyl]-N'-(2-ethyl-1,2,3,4-tetrahydro-isoquinolin-1-ylmethyl)-oxalamide	
131	4-(4-{3-Chloro-5-[2-(4-fluorophenylcarbamoyl)-acetylamino]-pyridin-2-yloxy}-6-methoxy-quinolin-7-yloxymethyl)-piperidine-1-carboxylic acid tert-butyl ester	

Table 1

Entry	Name	Structure
132	N-{5-Chloro-6-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-pyridin-3-yl}-N'-(4-fluoro-phenyl)-malonamide	
133	N-{5-Chloro-6-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-pyridin-3-yl}-N'-(4-fluoro-phenyl)-malonamide	
134	N-{4-[7-(3-Diethylamino-propoxy)-6-methoxy-quinolin-4-yloxy]-3-fluoro-phenyl}-N'-phenethyl-oxalamide	

Table 1

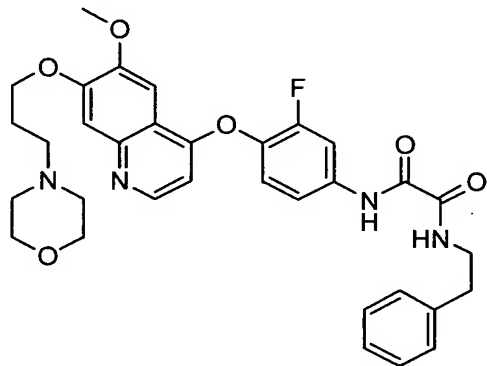
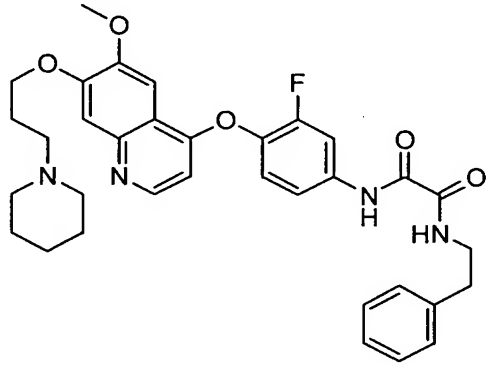
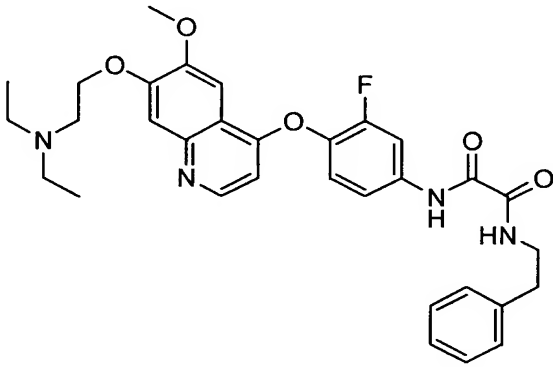
Entry	Name	Structure
135	N-{3-Fluoro-4-[6-methoxy-7-(3-morpholin-4-yl-propoxy)-quinolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide	
136	N-{3-Fluoro-4-[6-methoxy-7-(3-piperidin-1-yl-propoxy)-quinolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide	
137	N-{4-[7-(2-Diethylamino-ethoxy)-6-methoxy-quinolin-4-yloxy]-3-fluoro-phenyl}-N'-phenethyl-oxalamide	

Table 1

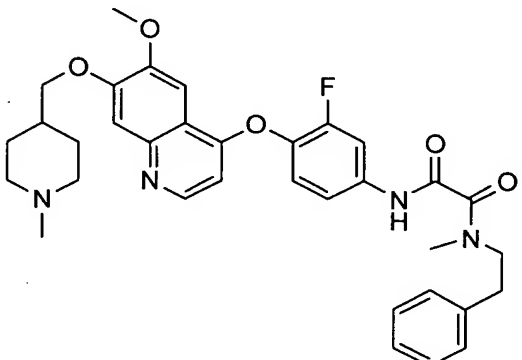
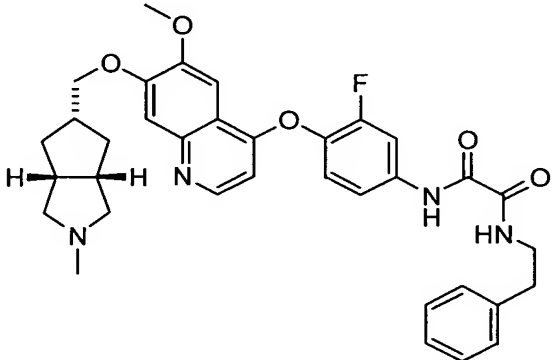
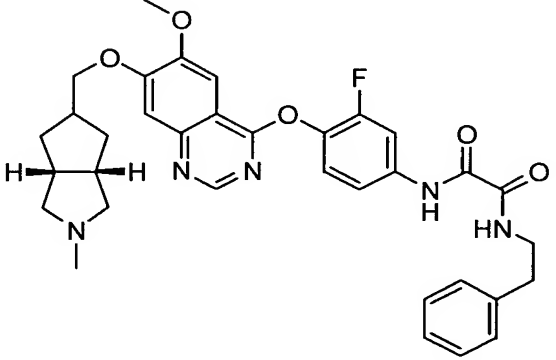
Entry	Name	Structure
138	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-methyl-N'-phenethyl-oxalamide	
139	N-{3-Fluoro-4-[6-methoxy-7-(2-methyl-octahydro-cyclopenta[c]pyrrol-5-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide	
140	N-{3-Fluoro-4-[6-methoxy-7-(2-methyl-octahydro-cyclopenta[c]pyrrol-5-ylmethoxy)-quinazolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide	

Table 1

Entry	Name	Structure
141	2-(3,4-Dihydro-1H-isoquinolin-2-yl)-N-{3-fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-2-oxo-acetamide	
142	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-2-oxo-2-(3-phenyl-pyrrolidin-1-yl)-acetamide	
143	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-2-oxo-2-(2-phenyl-morpholin-4-yl)-acetamide	

Table 1

Entry	Name	Structure
144	N-(2-Dimethylamino-2-phenyl-ethyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
145	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-oxo-2-phenyl-ethyl)-oxalamide	
146	N-[5-Chloro-6-(6,7-dimethoxy-quinolin-4-yloxy)-pyridin-3-yl]-2,2-difluoro-N'-(4-fluoro-phenyl)-malonamide	

Table 1

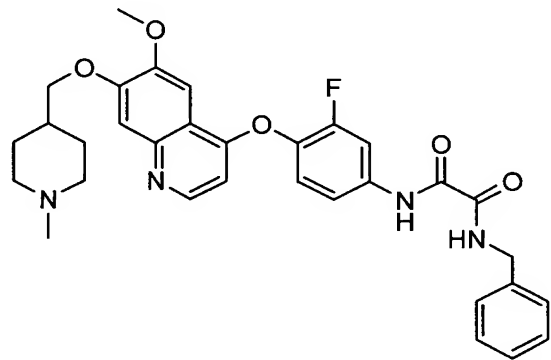
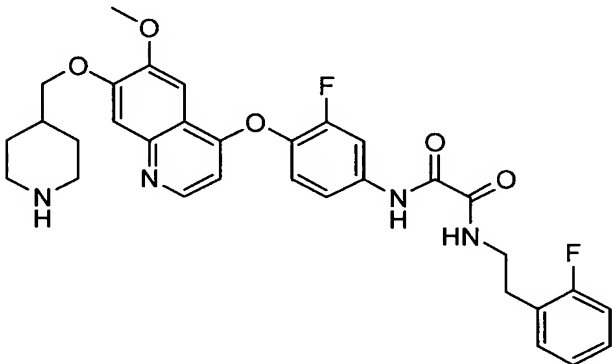
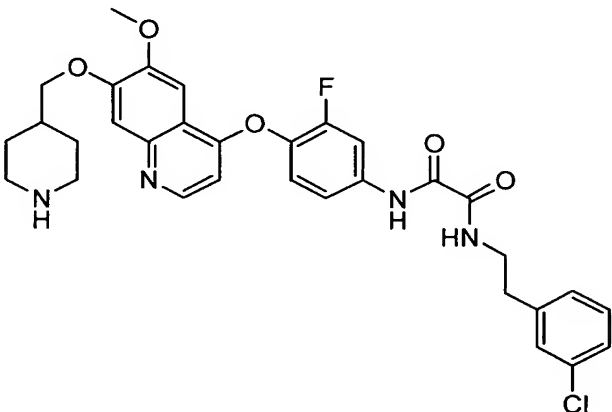
Entry	Name	Structure
147	N-Benzyl-N'-{3-fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
148	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(2-fluoro-phenyl)-ethyl]-oxalamide	
149	N-[2-(3-Chloro-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	



Table 1

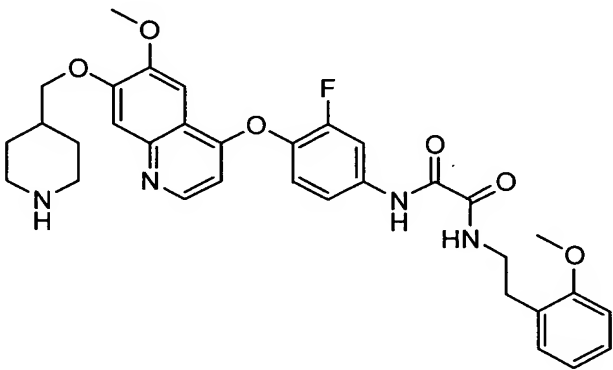
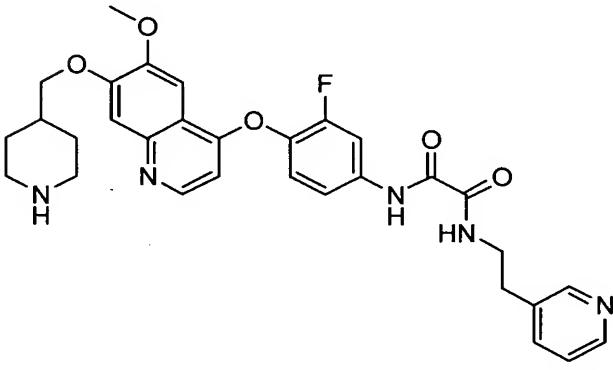
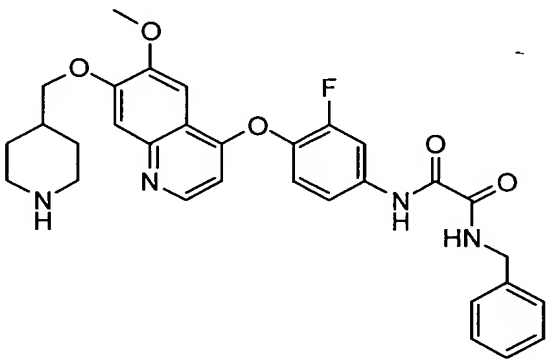
Entry	Name	Structure
150	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(2-methoxy-phenyl)-ethyl]-oxalamide	
151	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-pyridin-3-yl-ethyl)-oxalamide	
152	N-Benzyl-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

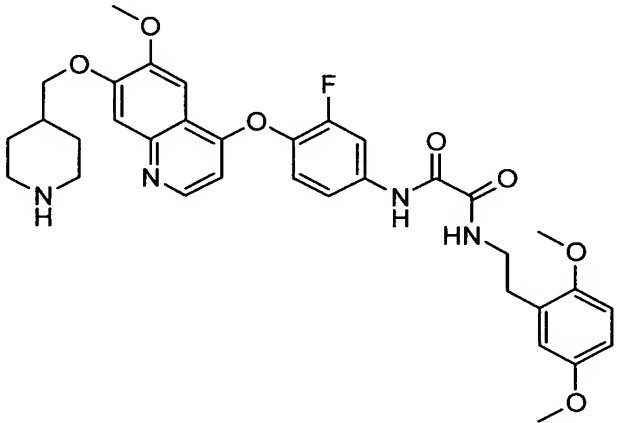
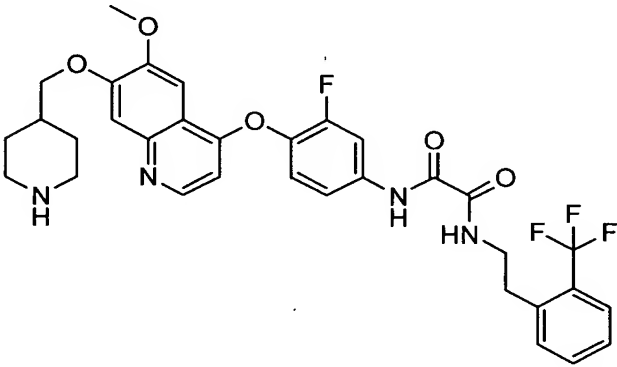
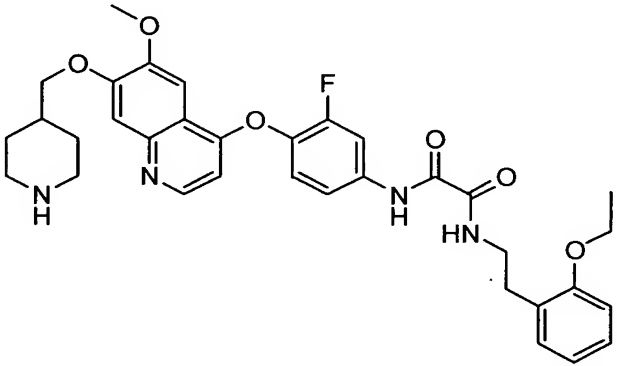
Entry	Name	Structure
153	N-[2-(2,5-Dimethoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
154	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(2-trifluoromethyl-phenyl)-ethyl]-oxalamide	
155	N-[2-(2-Ethoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

Entry	Name	Structure
156	N-[2-(2,4-Dimethyl-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
157	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1S-phenyl-2-p-tolyl-ethyl)-oxalamide	
158	N-[2-(4-Chloro-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
159	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamic acid	

Table 1

Entry	Name	Structure
160	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(3-fluoro-phenyl)-ethyl]-oxalamide	
161	N-[2-(2-Chloro-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
162	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(3-methoxy-phenyl)-ethyl]-oxalamide	
163	N-(1,2-Diphenyl-ethyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

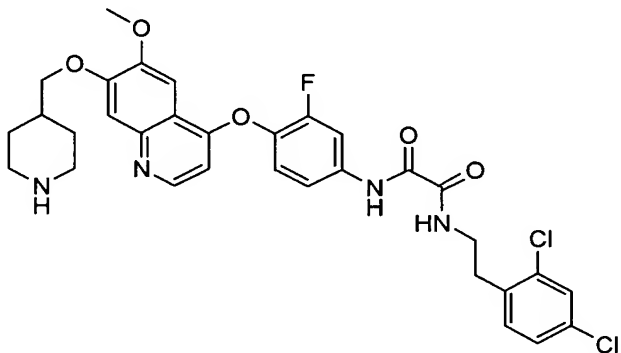
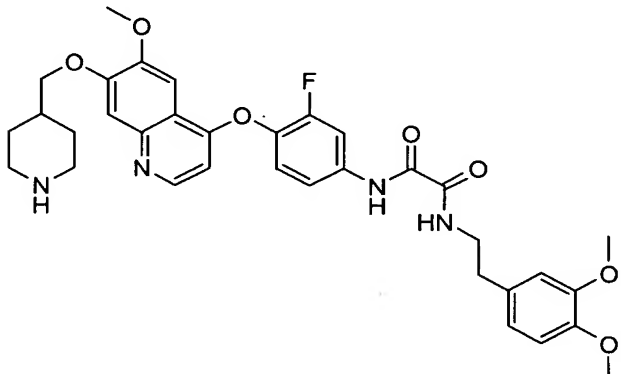
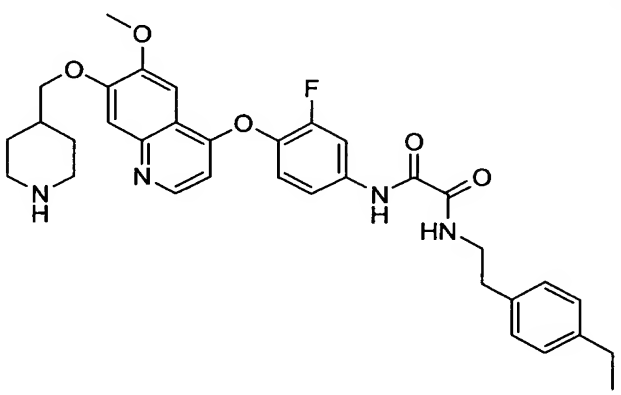
Entry	Name	Structure
164	N-[2-(2,4-Dichloro-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
165	N-[2-(3,4-Dimethoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
166	N-[2-(4-Ethyl-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

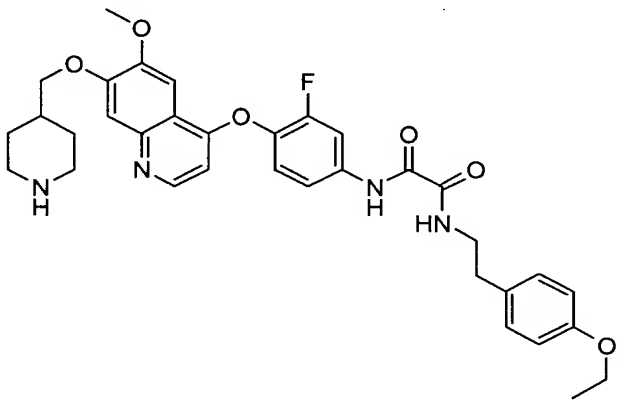
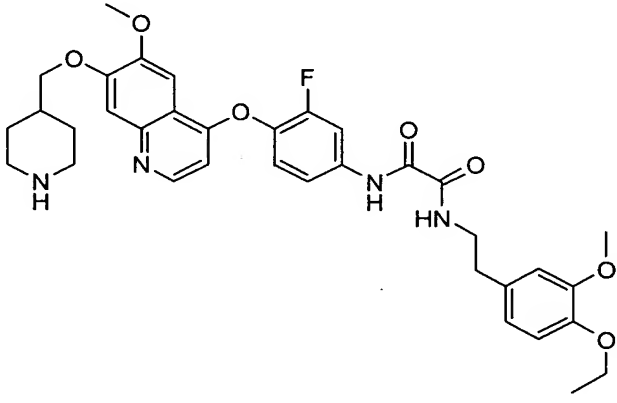
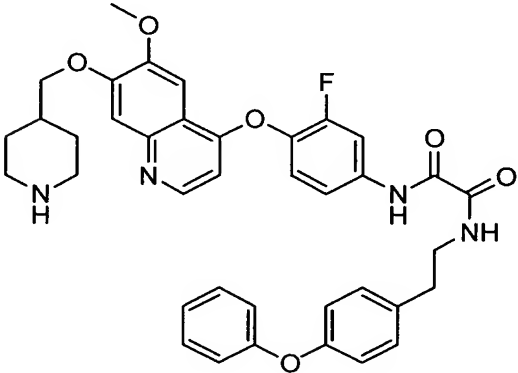
Entry	Name	Structure
167	N-[2-(4-Ethoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
168	N-[2-(4-Ethoxy-3-methoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
169	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(4-phenoxy-phenyl)-ethyl]-oxalamide	

Table 1

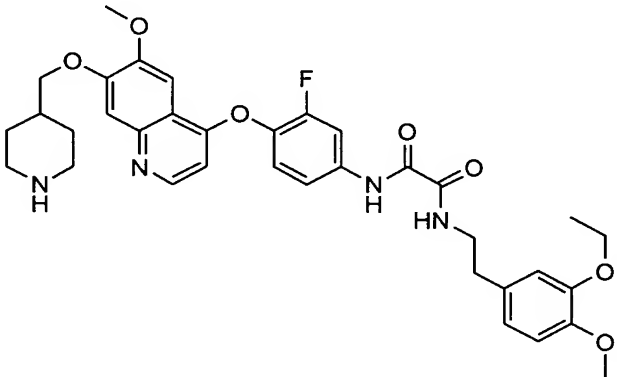
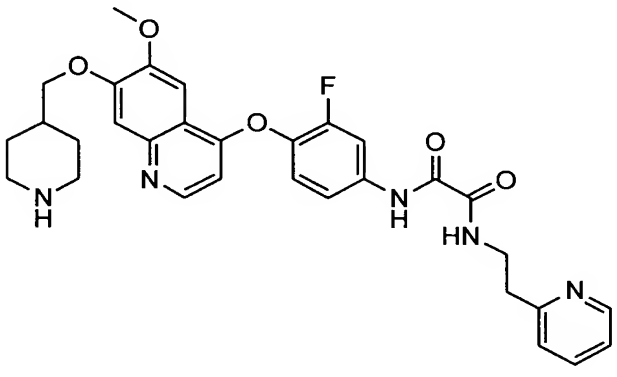
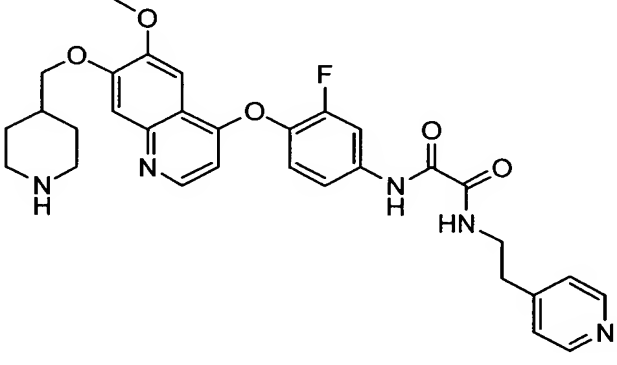
Entry	Name	Structure
170	N-[2-(3-Ethoxy-4-methoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
171	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-pyridin-2-yl-ethyl)-oxalamide	
172	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-pyridin-4-yl-ethyl)-oxalamide	

Table 1

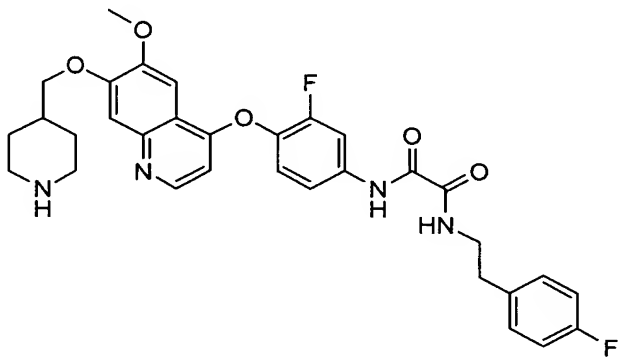
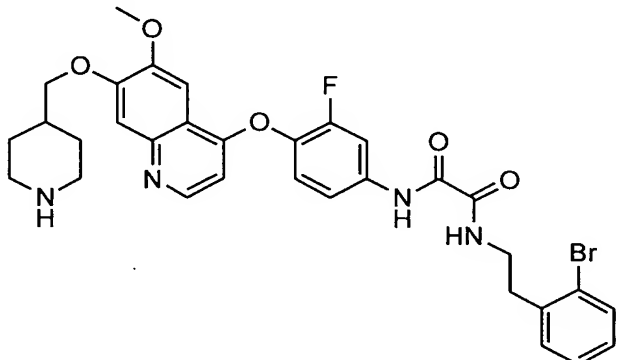
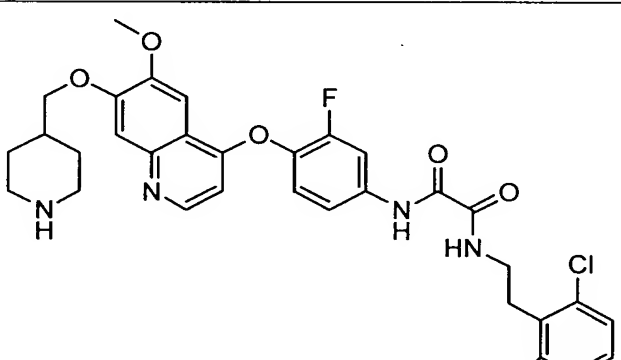
Entry	Name	Structure
173	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(4-fluoro-phenyl)-ethyl]-oxalamide	
174	N-[2-(2-Bromo-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
175	N-[2-(2-Chloro-6-fluoro-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	



Table 1

Entry	Name	Structure
176	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2 <i>R</i> -phenyl-propyl)-oxalamide	
177	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-indan-1-yl-oxalamide	
178	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-isobutyl-oxalamide	
179	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(3-methyl-butyl)-oxalamide	

Table 1

Entry	Name	Structure
180	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2 <i>R</i> -phenyl-propyl)-oxalamide	
181	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-phenyl-propyl)-oxalamide	
182	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-indan-2-yl-oxalamide	
183	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1 <i>R</i> -phenyl-ethyl)-oxalamide	

Table 1

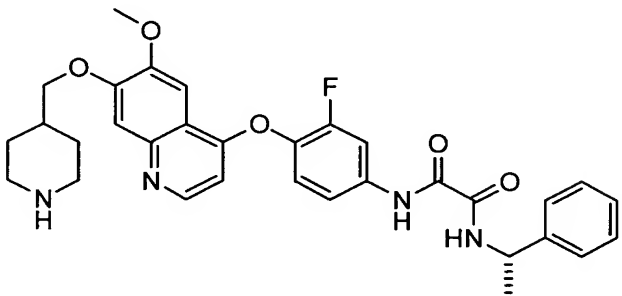
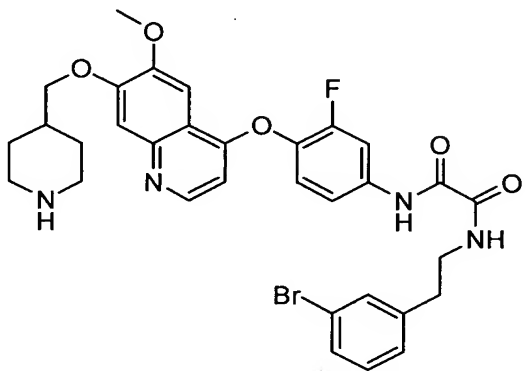
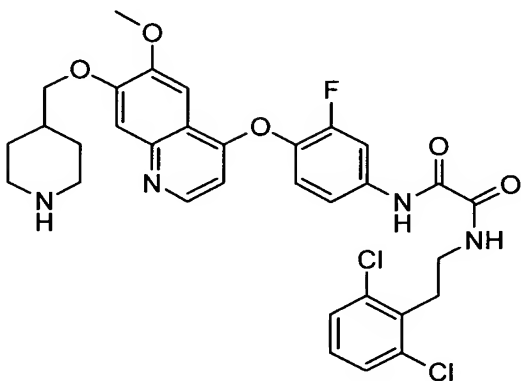
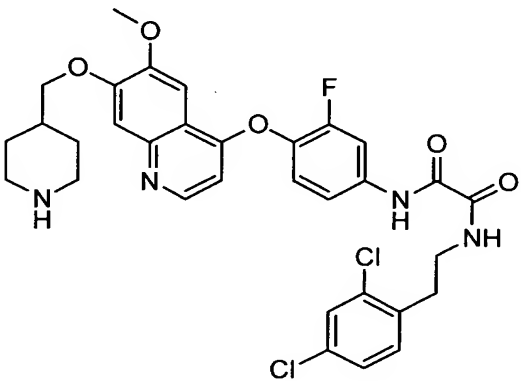
Entry	Name	Structure
184	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1 <i>S</i> -phenyl-ethyl)-oxalamide	
185	N-[2-(3-Bromo-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
186	N-[2-(2,6-Dichloro-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
187	N-[2-(2,4-Dichloro-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

Entry	Name	Structure
188	N-(2-Benzo[1,3]dioxol-5-yl-ethyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
189	N-[2-(3-Bromo-4-methoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
190	N-[2-(3,5-Dimethoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

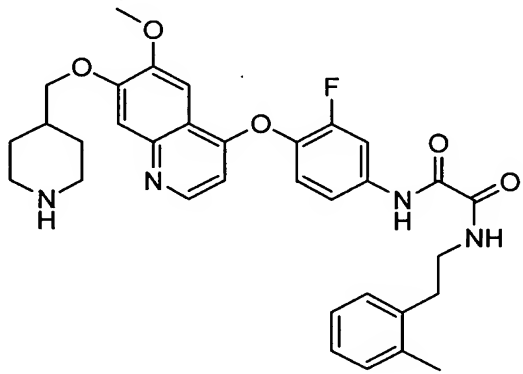
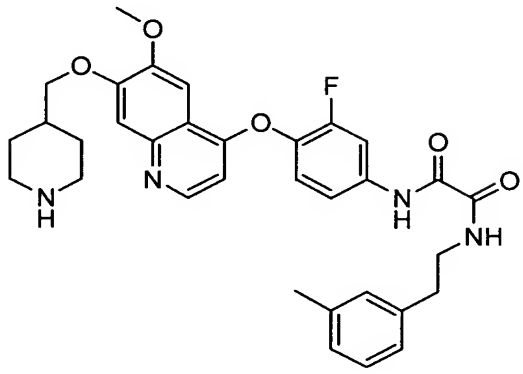
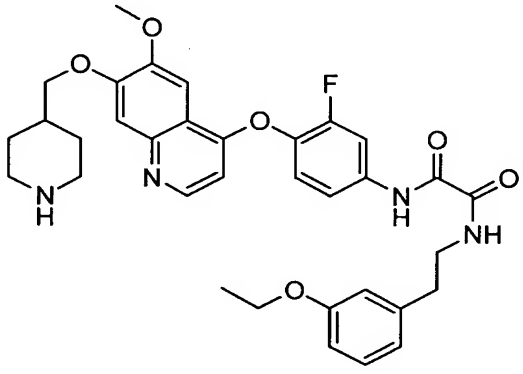
Entry	Name	Structure
191	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-o-tolyl-ethyl)-oxalamide	
192	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-m-tolyl-ethyl)-oxalamide	
193	N-[2-(3-Ethoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

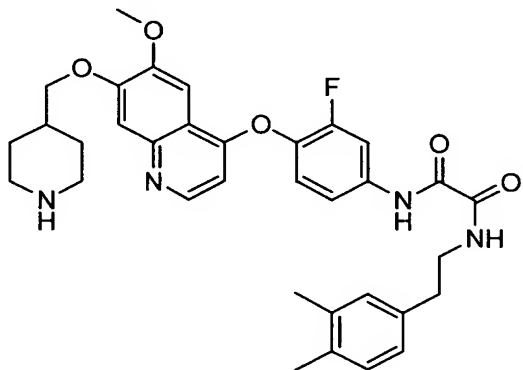
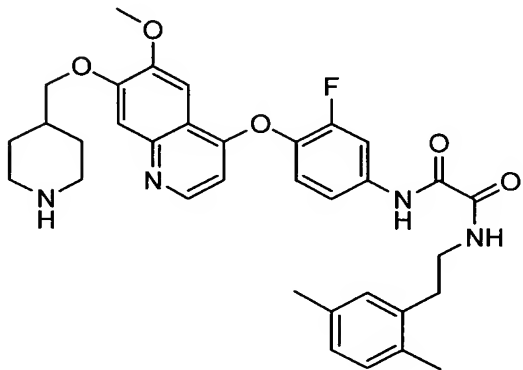
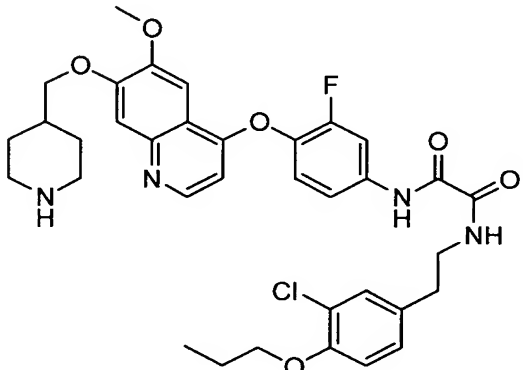
Entry	Name	Structure
194	N-[2-(3,4-Dimethyl-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
195	N-[2-(2,5-Dimethyl-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
196	N-[2-(3-Chloro-4-propoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

Entry	Name	Structure
197	N-[2-(4-Butoxy-3-chloro-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
198	N-[2-(4-tert-Butyl-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
199	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(4-sulfamoyl-phenyl)-ethyl]-oxalamide	

Table 1

Entry	Name	Structure
200	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(4-hydroxy-3-methoxy-phenyl)-ethyl]-oxalamide	
201	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(3-hydroxy-4-methoxy-phenyl)-ethyl]-oxalamide	
202	N-(2,4-Dichloro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	



Table 1

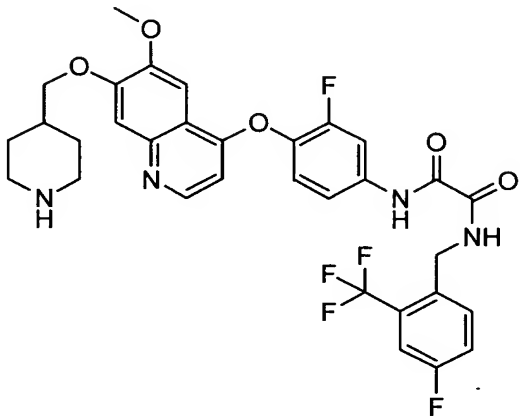
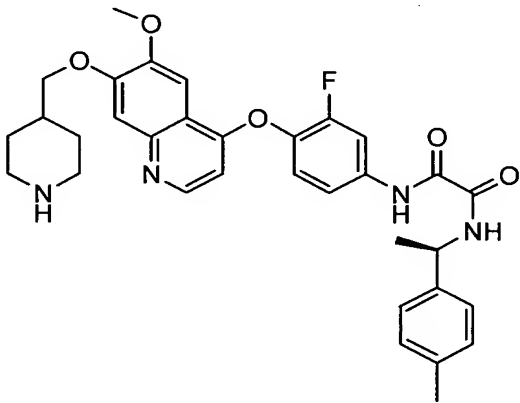
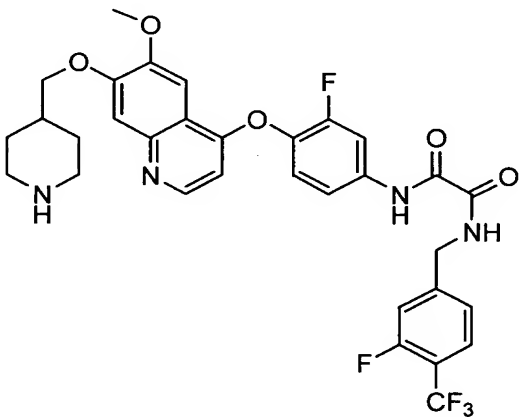
Entry	Name	Structure
203	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(4-fluoro-2-trifluoromethyl-benzyl)-oxalamide	
204	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1-p-tolyl-ethyl)-oxalamide	
205	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(3-fluoro-4-trifluoromethyl-benzyl)-oxalamide	

Table 1

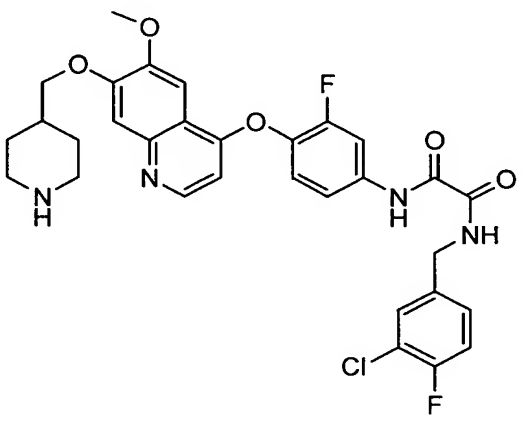
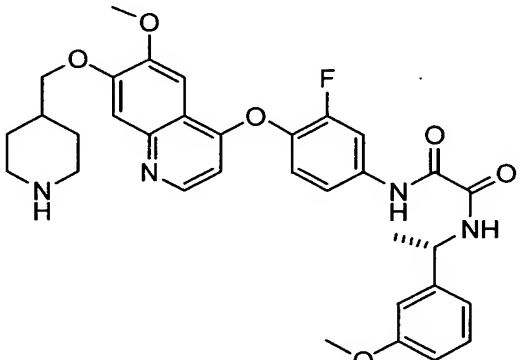
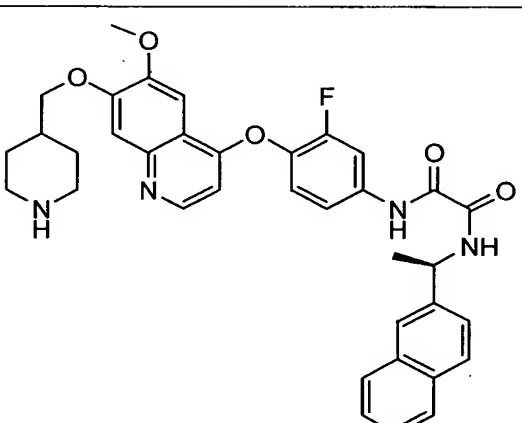
Entry	Name	Structure
206	N-(3-Chloro-4-fluoro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
207	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[1-(3-methoxy-phenyl)-ethyl]-oxalamide	
208	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1-naphthalen-2-yl-ethyl)-oxalamide	

Table 1

Entry	Name	Structure
209	N-(4-Chloro-3-trifluoromethyl-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
210	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1-p-tolyl-ethyl)-oxalamide	
211	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(6-trifluoromethyl-pyridin-3-ylmethyl)-oxalamide	

Table 1

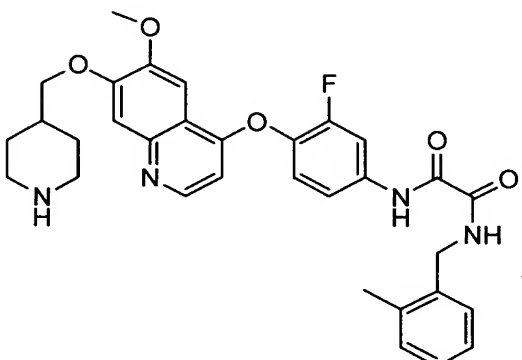
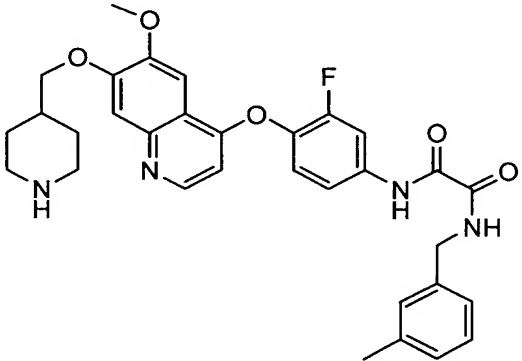
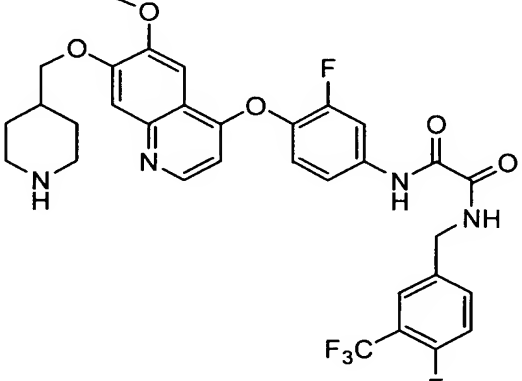
Entry	Name	Structure
212	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-methyl-benzyl)-oxalamide	
213	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(3-methyl-benzyl)-oxalamide	
214	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(4-fluoro-3-trifluoromethyl-benzyl)-oxalamide	

Table 1

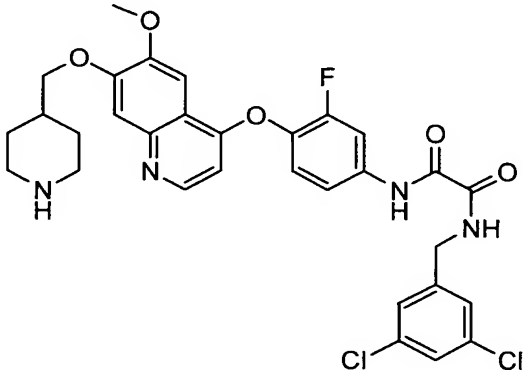
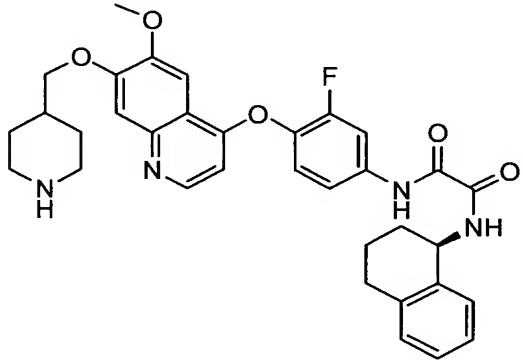
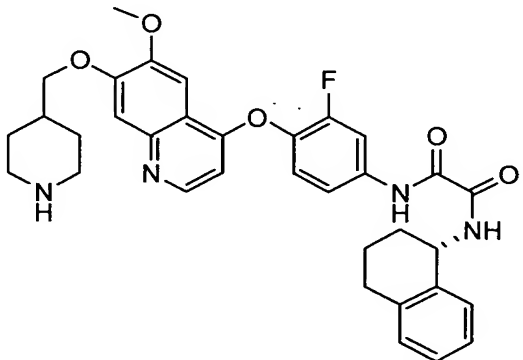
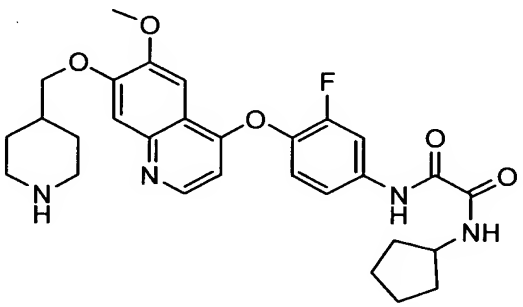
Entry	Name	Structure
215	N-(3,5-Dichloro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
216	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1R,2,3,4-tetrahydronaphthalen-1-yl)-oxalamide	
217	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1S,2,3,4-tetrahydronaphthalen-1-yl)-oxalamide	
218	N-Cyclopentyl-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

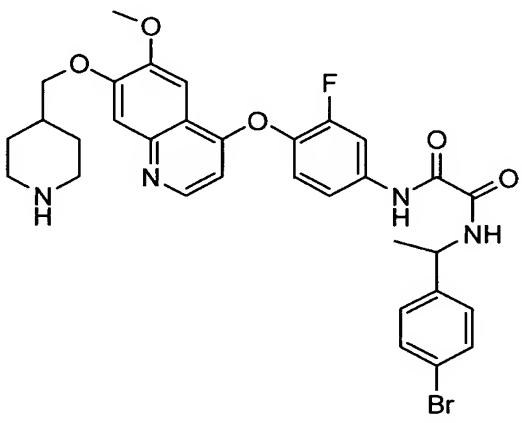
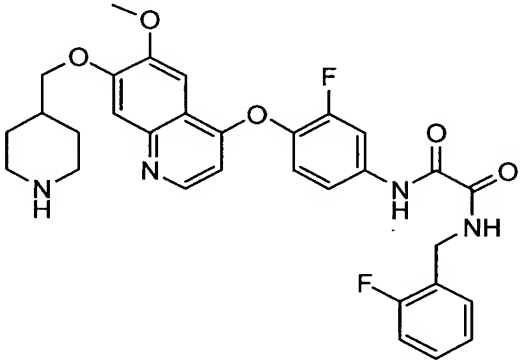
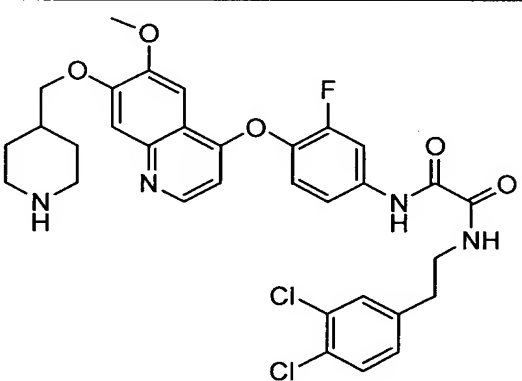
Entry	Name	Structure
219	N-[1-(4-Bromo-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
220	N-(2-Fluoro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
221	N-[2-(3,4-Dichloro-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

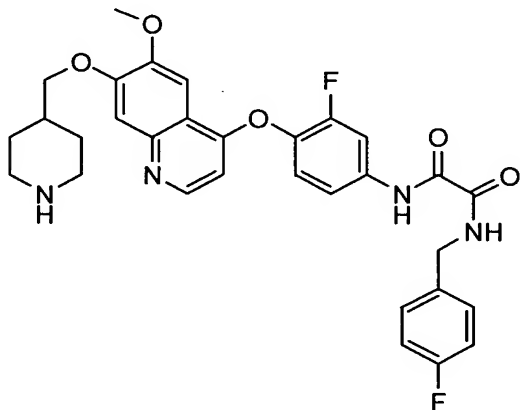
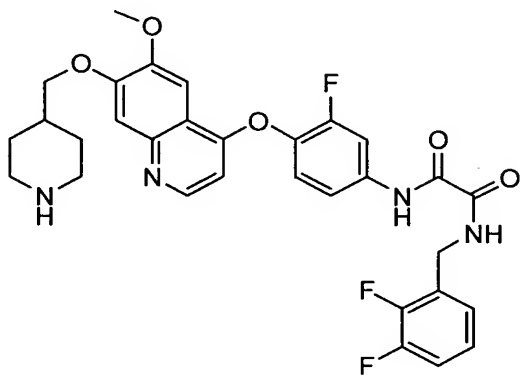
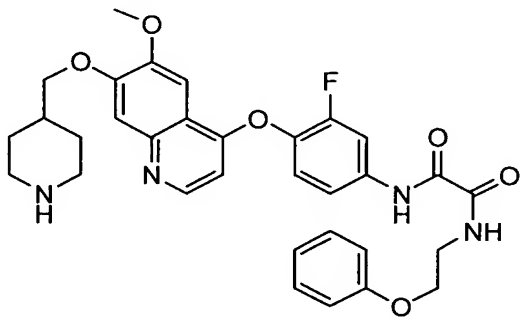
Entry	Name	Structure
222	N-(4-Fluoro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
223	N-(2,3-Difluoro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
224	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-phenoxy-ethyl)-oxalamide	

Table 1

Entry	Name	Structure
225	N-(2,2-Diphenyl-ethyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
226	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(4-methoxy-phenyl)-ethyl]-oxalamide	
227	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-phenyl-propyl)-oxalamide	



Table 1

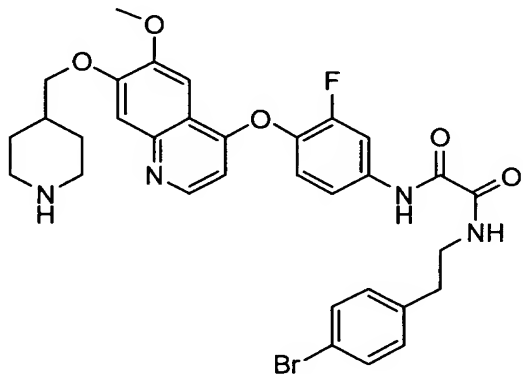
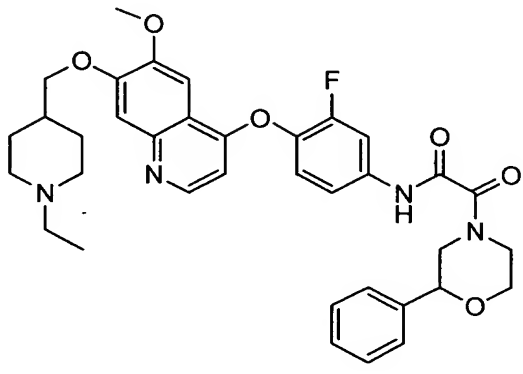
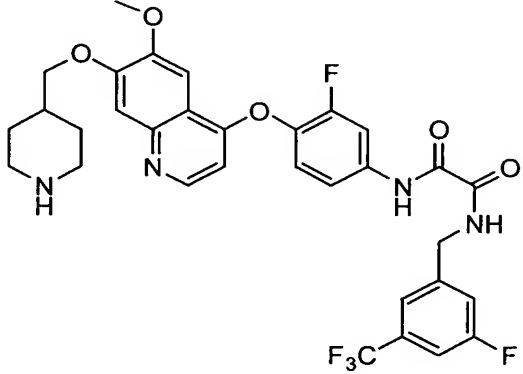
Entry	Name	Structure
228	N-[2-(4-Bromo-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
229	N-{4-[7-(1-Ethyl-piperidin-4-ylmethoxy)-6-methoxy-quinolin-4-yloxy]-3-fluoro-phenyl}-2-oxo-2-(2-phenyl-morpholin-4-yl)-acetamide	
230	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(3-fluoro-5-trifluoromethyl-benzyl)-oxalamide	

Table 1

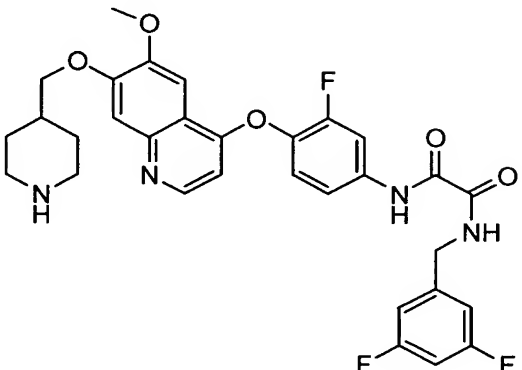
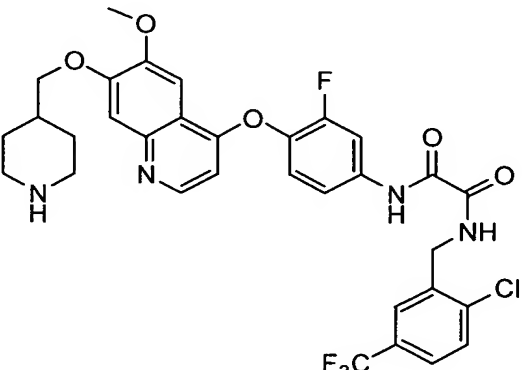
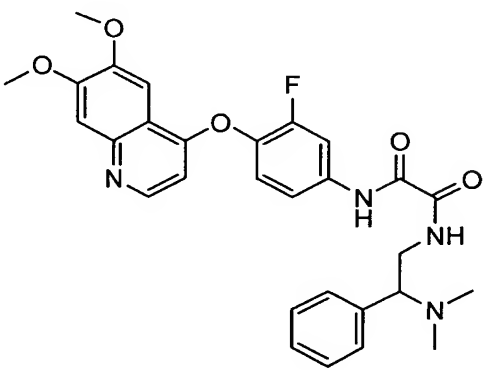
Entry	Name	Structure
231	N-(3,5-Difluoro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
232	N-(2-Chloro-5-trifluoromethyl-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
233	N-[4-(6,7-Dimethoxy-quinolin-4-yloxy)-3-fluoro-phenyl]-N'-(2-dimethylamino-2-phenyl-ethyl)-oxalamide	

Table 1

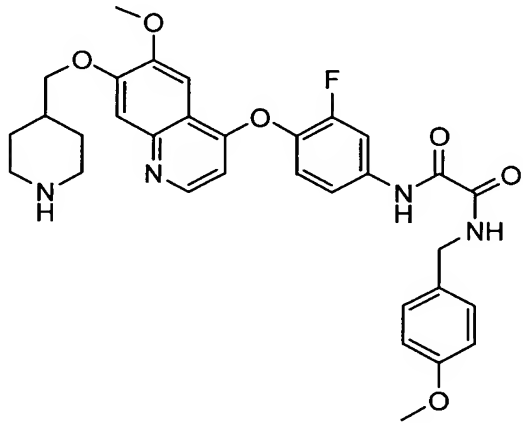
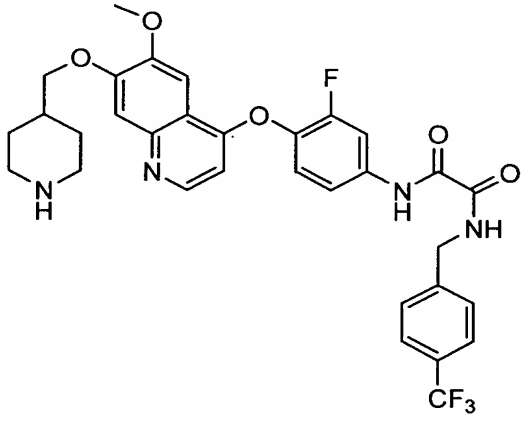
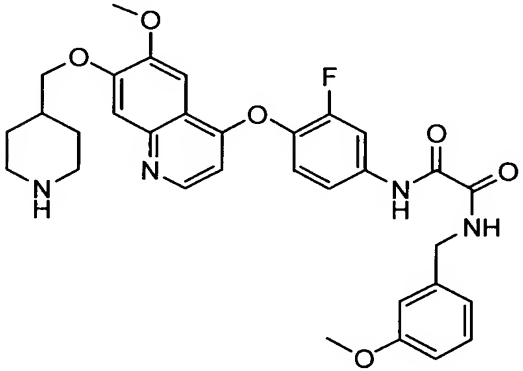
Entry	Name	Structure
234	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(4-methoxy-benzyl)-oxalamide	
235	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(4-trifluoromethyl-benzyl)-oxalamide	
236	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(3-methoxy-benzyl)-oxalamide	

Table 1

Entry	Name	Structure
237	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(3-trifluoromethyl-benzyl)-oxalamide	
238	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(3-trifluoromethoxy-benzyl)-oxalamide	
239	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-methoxy-benzyl)-oxalamide	

Table 1

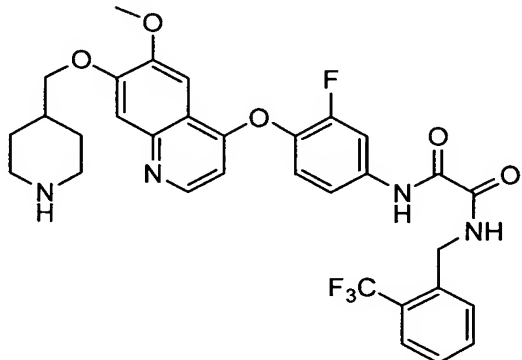
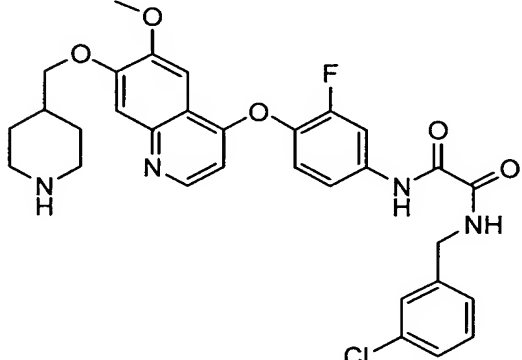
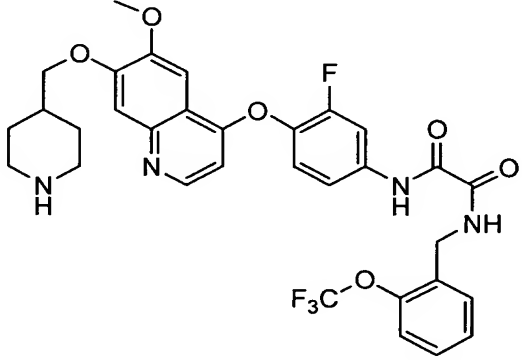
Entry	Name	Structure
240	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-trifluoromethyl-benzyl)-oxalamide	
241	N-(3-Chloro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
242	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-trifluoromethoxy-benzyl)-oxalamide	

Table 1

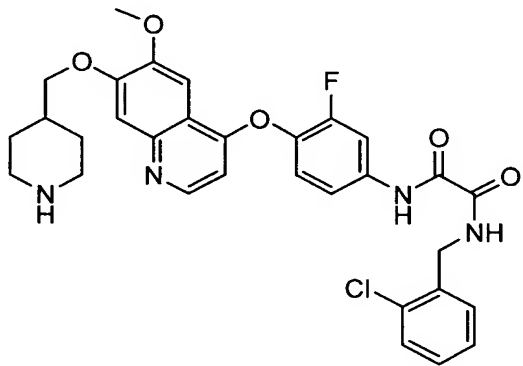
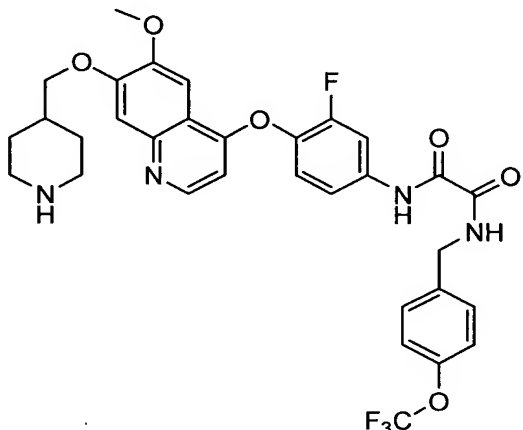
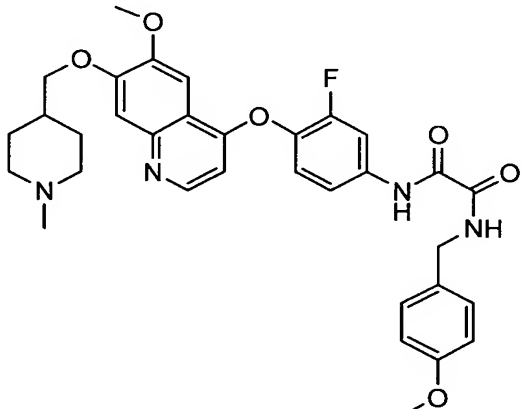
Entry	Name	Structure
243	N-(2-Chloro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
244	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(4-trifluoromethoxy-benzyl)-oxalamide	
245	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(4-methoxy-benzyl)-oxalamide	

Table 1

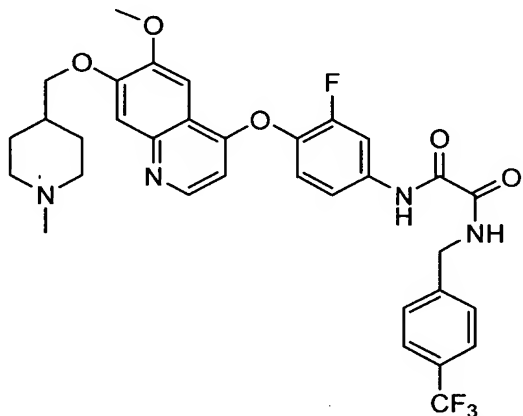
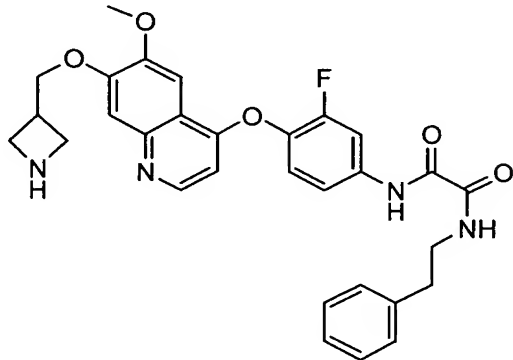
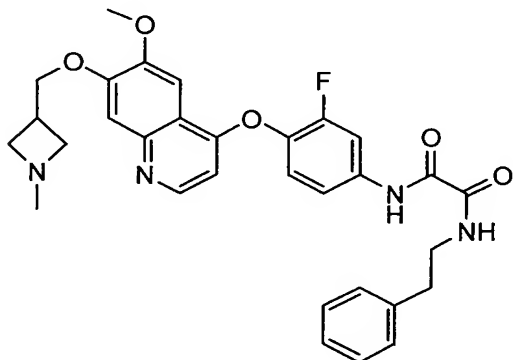
Entry	Name	Structure
246	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(4-trifluoromethyl-benzyl)-oxalamide	
247	N-{4-[7-(Azetidin-3-ylmethoxy)-6-methoxy-quinolin-4-yloxy]-3-fluoro-phenyl}-N'-phenethyl-oxalamide	
248	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-azetidin-3-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide	

Table 1

Entry	Name	Structure
249	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-hydroxy-2-phenyl-ethyl)-oxalamide	
250	N-[5-Chloro-6-(6,7-dimethoxy-quinolin-4-yloxy)-pyridin-3-yl]-N'-(2,4-difluorophenyl)-malonamide	
251	N-[5-Chloro-6-(6,7-dimethoxy-quinolin-4-yloxy)-pyridin-3-yl]-N'-(4-fluorophenyl)-N'-methyl-malonamide	



Table 1

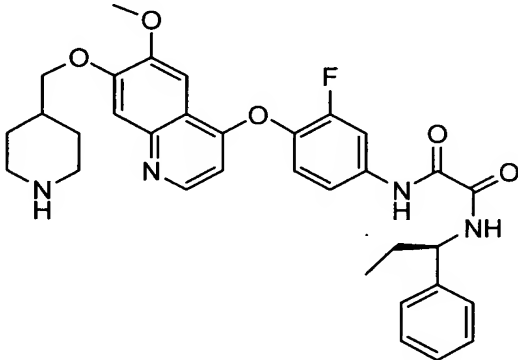
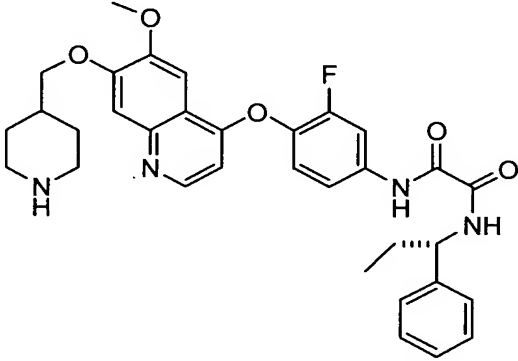
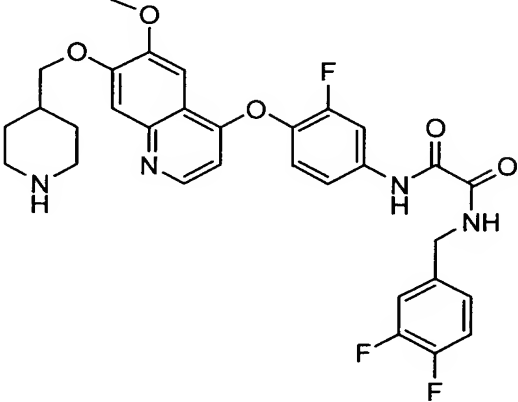
Entry	Name	Structure
252	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1R-phenyl-propyl)-oxalamide	
253	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(1R-phenyl-propyl)-oxalamide	
254	N-(3,4-Difluoro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

Entry	Name	Structure
255	N-(2,6-Difluoro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
256	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[2-(4-fluoro-phenyl)-ethyl]-oxalamide	
257	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-phenyl-oxalamide	
258	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(3-fluoro-phenyl)-oxalamide	

Table 1

Entry	Name	Structure
259	N-(4-Chloro-3-fluoro-phenyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
260	N-(3,4-Dimethoxy-phenyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
261	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(3-methyl-butyl)-oxalamide	
262	N-(3,3-Dimethyl-butyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

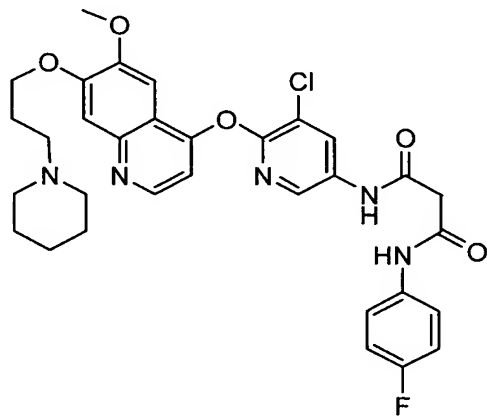
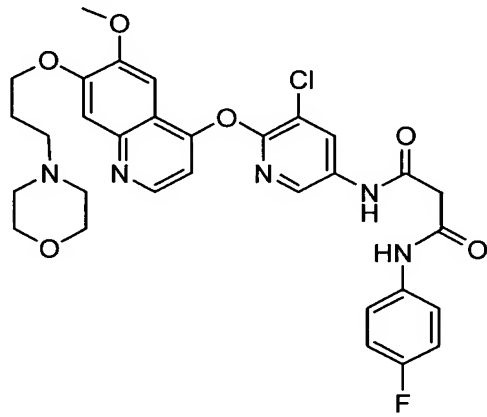
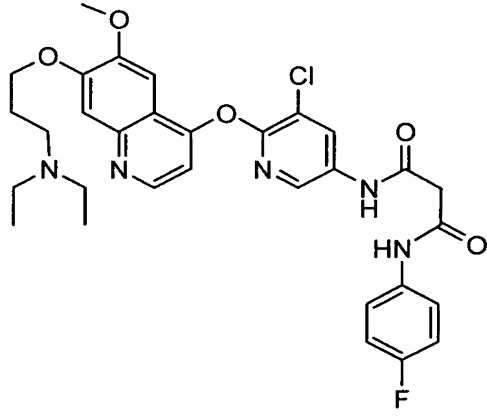
Entry	Name	Structure
263	N-{5-Chloro-6-[6-methoxy-7-(3-piperidin-1-yl-propoxy)-quinolin-4-yloxy]-pyridin-3-yl}-N'-(4-fluoro-phenyl)-malonamide	
264	N-{5-Chloro-6-[6-methoxy-7-(3-morpholin-4-yl-propoxy)-quinolin-4-yloxy]-pyridin-3-yl}-N'-(4-fluoro-phenyl)-malonamide	
265	N-{5-Chloro-6-[7-(3-diethylamino-propoxy)-6-methoxy-quinolin-4-yloxy]-pyridin-3-yl}-N'-(4-fluoro-phenyl)-malonamide	

Table 1

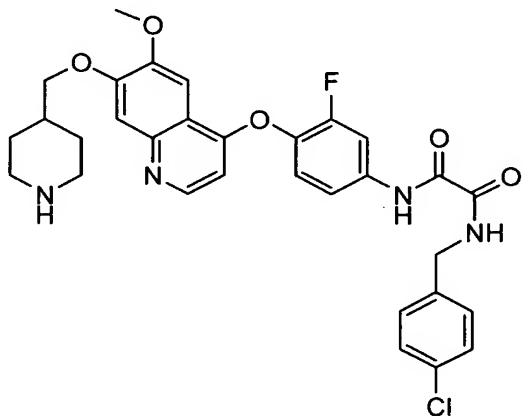
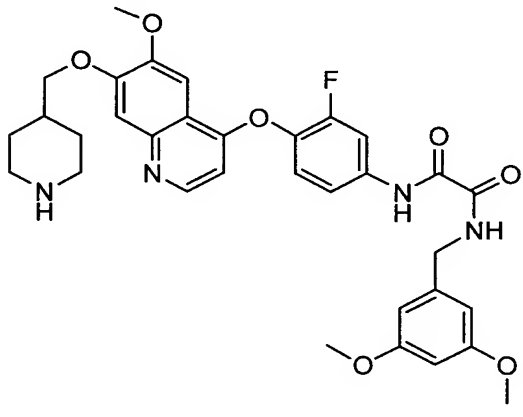
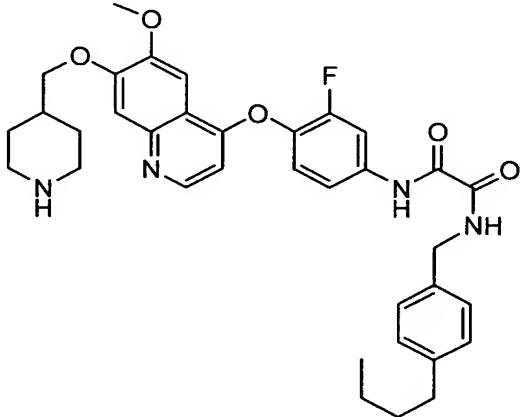
Entry	Name	Structure
266	N-(4-Chloro-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
267	N-(3,5-Dimethoxy-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
268	N-(4-Butyl-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

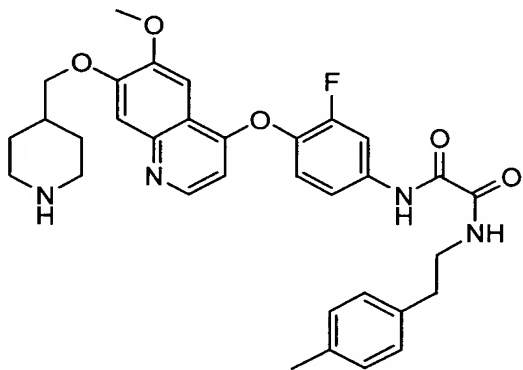
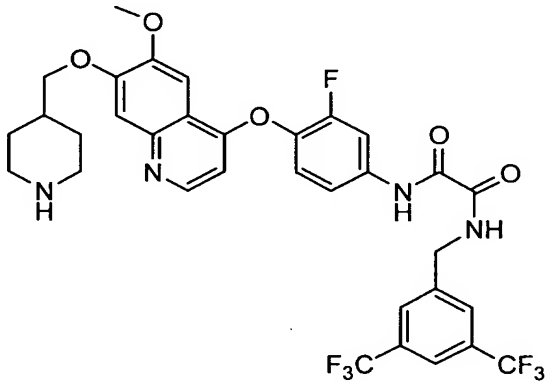
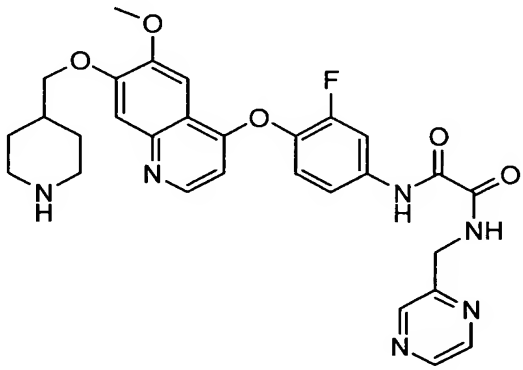
Entry	Name	Structure
269	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-p-tolyl-ethyl)-oxalamide	
270	N-(3,5-Bis-trifluoromethyl-benzyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
271	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-pyrazin-2-ylmethyl-oxalamide	

Table 1

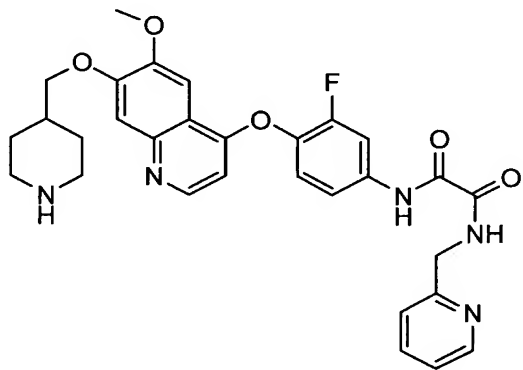
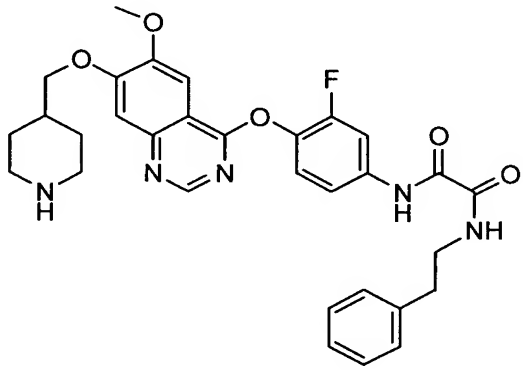
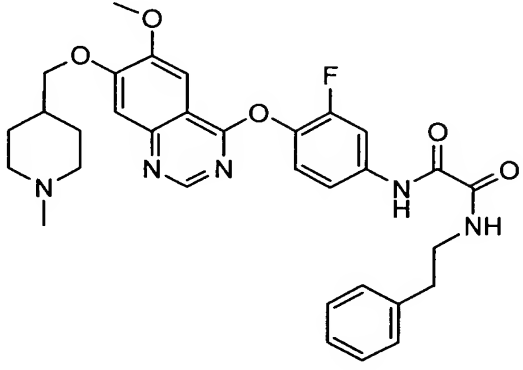
Entry	Name	Structure
272	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-pyridin-2-ylmethyl-oxalamide	
273	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinazolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide	
274	N-{3-Fluoro-4-[6-methoxy-7-(1-methyl-piperidin-4-ylmethoxy)-quinazolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide	

Table 1

Entry	Name	Structure
275	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-fluoro-3-trifluoromethyl-benzyl)-oxalamide	
276	N-[2-(2-Bromo-6-methoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
277	N-[2-(3,4-Dimethoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N-methyl-oxalamide	



Table 1

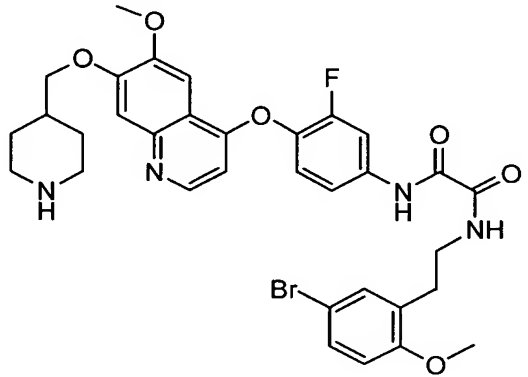
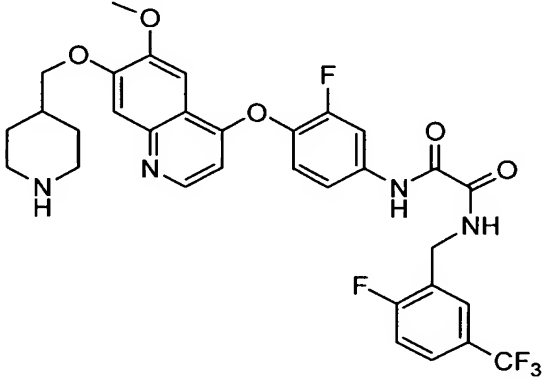
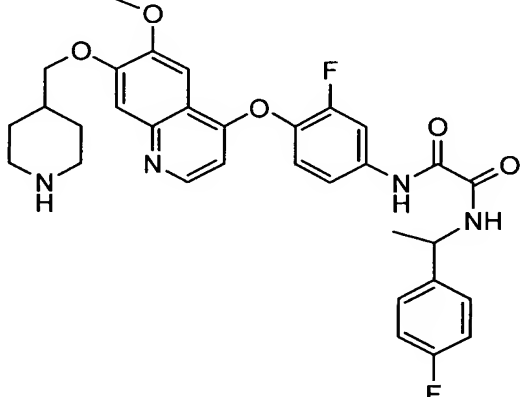
Entry	Name	Structure
278	N-[2-(5-Bromo-2-methoxy-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
279	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-fluoro-5-trifluoromethyl-benzyl)-oxalamide	
280	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-[1-(4-fluoro-phenyl)-ethyl]-oxalamide	

Table 1

Entry	Name	Structure
281	N-(1S-Benzyl-2-oxo-2-pyrrolidin-1-yl-ethyl)-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
282	N-{3-Fluoro-4-[6-methoxy-7-(octahydro-cyclopenta[c]pyrrol-5-ylmethoxy)-quinazolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide	
283	N-[2-(4-Amino-phenyl)-ethyl]-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	

Table 1

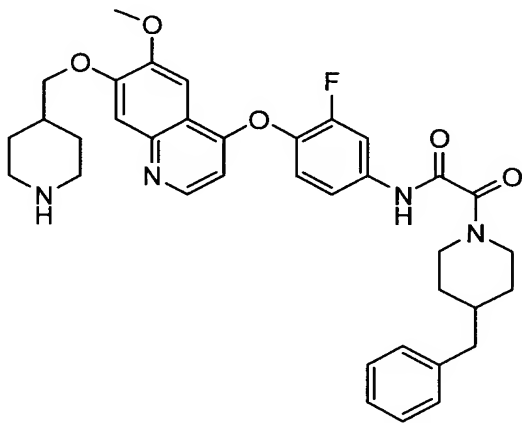
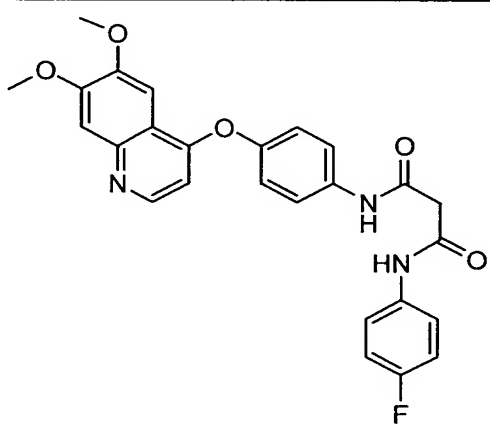
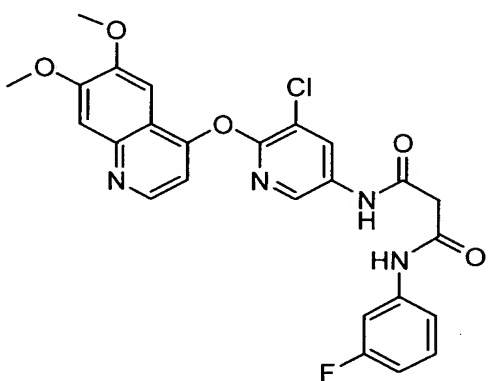
Entry	Name	Structure
284	2-(4-Benzyl-piperidin-1-yl)-N-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-2-oxo-acetamide	
285	N-[4-(6,7-Dimethoxy-quinolin-4-yloxy)-phenyl]-N'-(4-fluoro-phenyl)-malonamide	
286	N-[5-Chloro-6-(6,7-dimethoxy-quinolin-4-yloxy)-pyridin-3-yl]-N'-(3-fluoro-phenyl)-malonamide	

Table 1

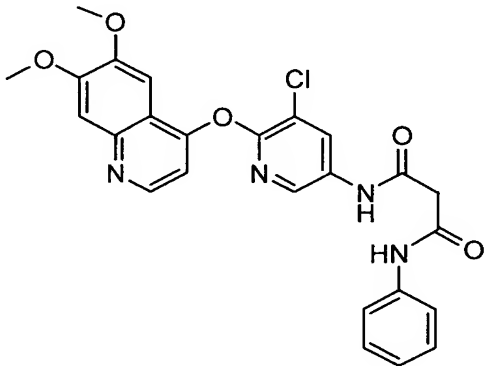
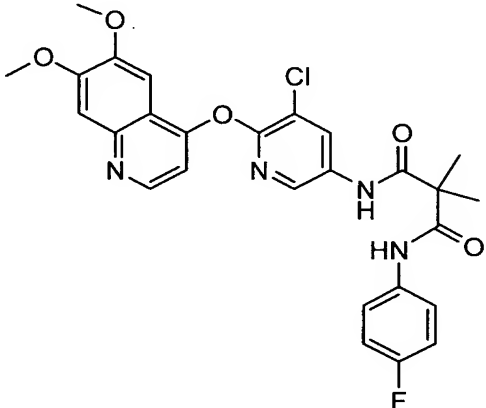
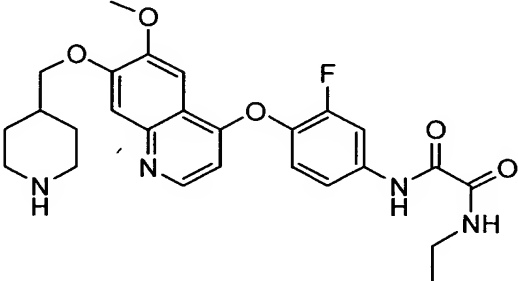
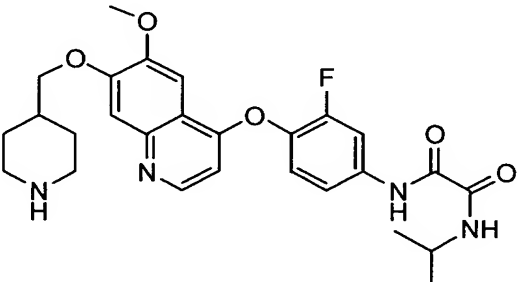
Entry	Name	Structure
287	N-[5-Chloro-6-(6,7-dimethoxy-quinolin-4-yloxy)-pyridin-3-yl]-N'-phenyl-malonamide	
288	N-[5-Chloro-6-(6,7-dimethoxy-quinolin-4-yloxy)-pyridin-3-yl]-N'-(4-fluorophenyl)-2,2-dimethyl-malonamide	
289	N-Ethyl-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
290	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-isopropyl-oxalamide	

Table 1

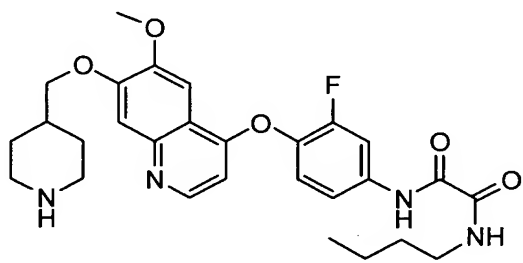
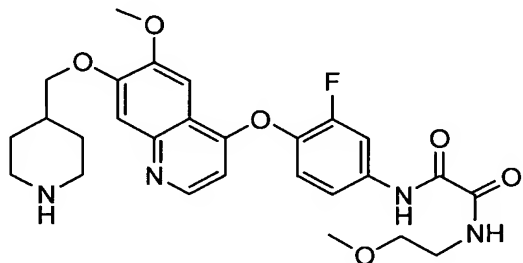
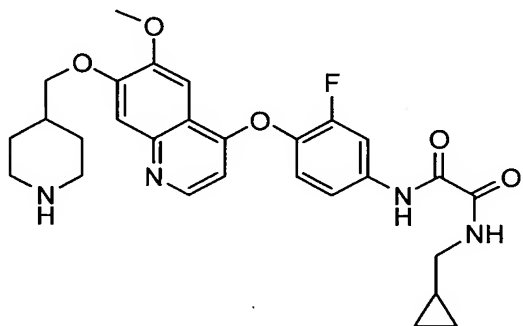
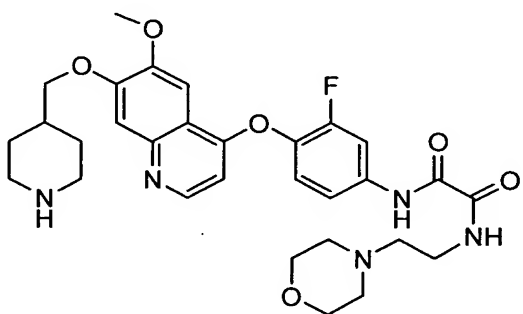
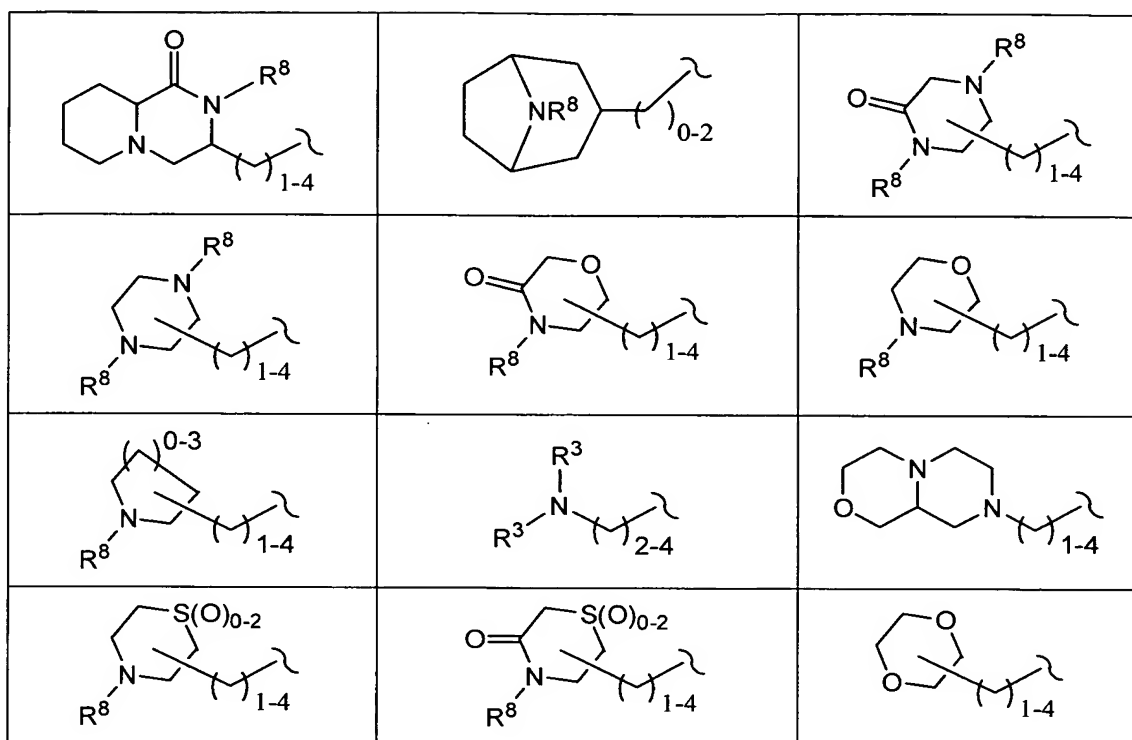
Entry	Name	Structure
291	N-Butyl-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
292	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-methoxy-ethyl)-oxalamide	
293	N-Cyclopropylmethyl-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-oxalamide	
294	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N'-(2-morpholin-4-yl-ethyl)-oxalamide	

Table 1

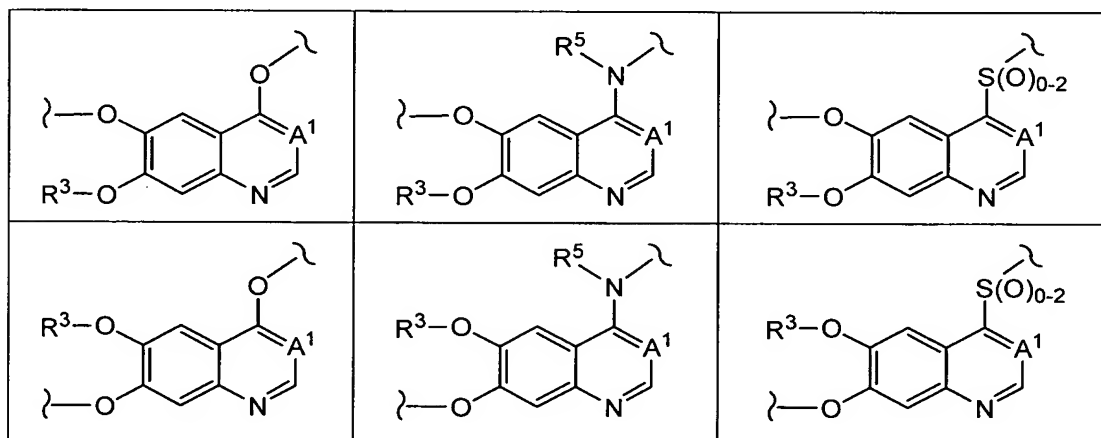
Entry	Name	Structure
295	N-{3-Fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-2-oxo-2-pyrrolidin-1-yl-acetamide	
296	N-Ethyl-N'-{3-fluoro-4-[6-methoxy-7-(piperidin-4-ylmethoxy)-quinolin-4-yloxy]-phenyl}-N-methyl-oxalamide	

46. (Original) A compound for modulating kinase activity of formula A-B-C, or a pharmaceutically acceptable salt, hydrate, or prodrug thereof, wherein, A is selected from:

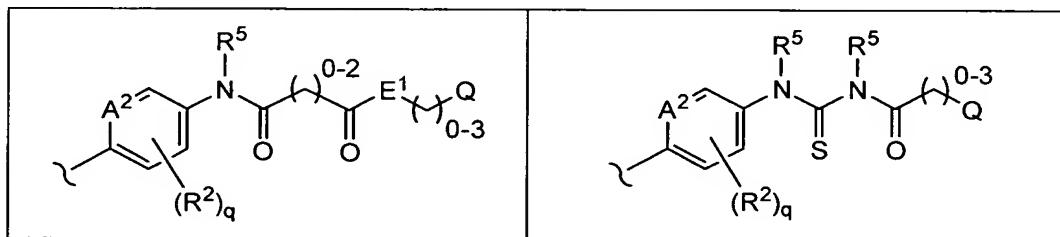
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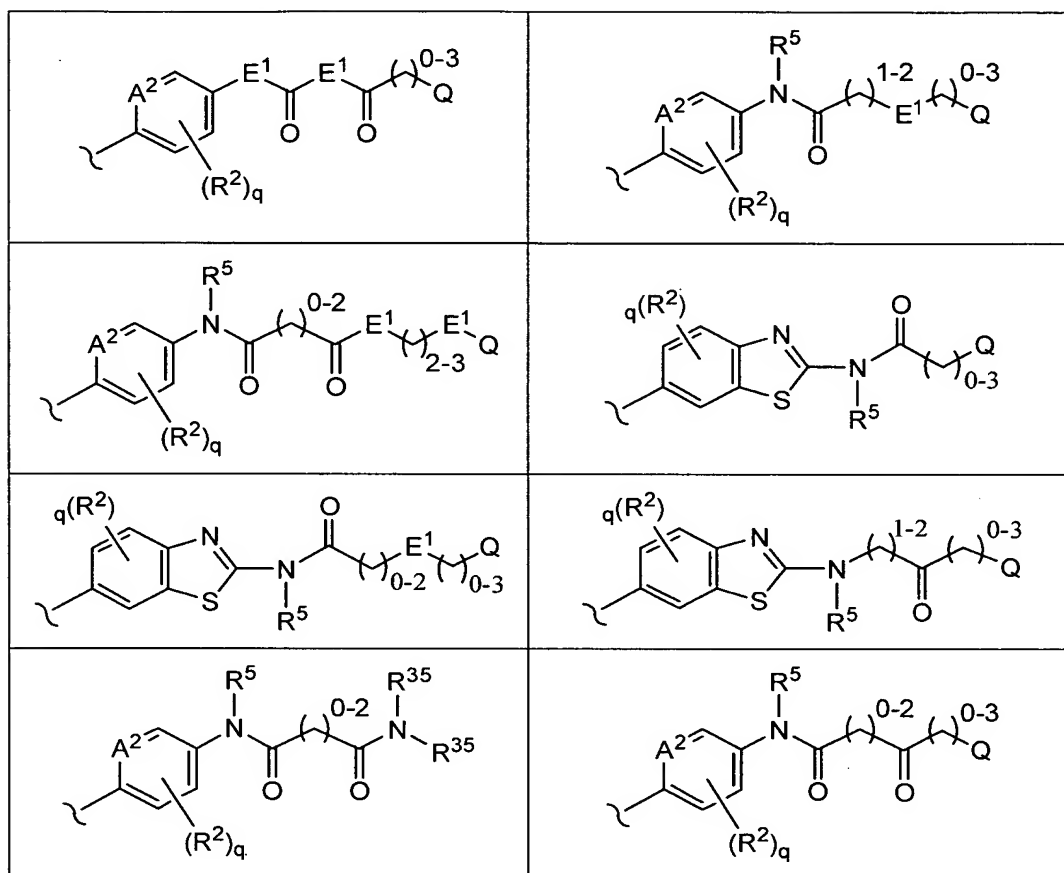


B is selected from:



and, C is selected from:





wherein  $R^2$  is selected from -H, halogen, trihalomethyl, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, and optionally substituted lower alkyl;

$q$  is 0 to 2;

each  $R^3$  is independently selected from -H, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted arylalkyl, and optionally substituted heteroarylalkyl;

two  $R^3$ , together with the nitrogen to which they are attached, form a four- to seven-membered heteroalicyclic, said four- to seven-membered heteroalicyclic optionally containing one additional heteroatom; when one said additional heteroatom is a nitrogen, then said nitrogen is optionally substituted with a group selected from -H, trihalomethyl, -SO<sub>2</sub>R<sup>5</sup>, -SO<sub>2</sub>NR<sup>5</sup>R<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5</sup>, -C(O)R<sup>5</sup>, and optionally substituted lower alkyl;

each  $R^{35}$  is independently selected from -H, -C(=O)R<sup>3</sup>, -C(=O)OR<sup>3</sup>, -C(=O)SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -C(=O)N(R<sup>3</sup>)R<sup>3</sup>, and optionally substituted lower alkyl;



two  $R^{35}$ , together with the nitrogen to which they are attached, can combine to form a heteroalicyclic optionally substituted with between one and four of  $R^{60}$ , said heteroalicyclic may have an additional annular heteroatom, and said heteroalicyclic may have an aryl fused thereto, said aryl optionally substituted with an additional one to four of  $R^{60}$ ;

$A^1$  is selected from  $=N-$ ,  $=C(H)-$ , and  $=C(CN)-$ ;

$A^2$  is either  $=N-$  or  $=C(H)-$ ;

$R^5$  is  $-H$  or optionally substituted lower alkyl;

$R^8$  is selected from  $R^3$ ,  $-SO_2NR^3R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-SO_2R^3$ , and  $-C(O)R^3$ ;

$R^9$ ,  $R^{10}$ , and  $R^{11}$  are each independently selected from  $-H$ , and  $-OR^{12}$ ; or

$R^9$  is selected from  $-H$ , and  $-OR^{12}$ , and  $R^{10}$  and  $R^{11}$ , when taken together, are either an optionally substituted alkylidene or an oxo; and

$R^{12}$  is selected from  $-H$ ,  $-C(O)R^3$ , optionally substituted lower alkylidyne, optionally substituted lower arylalkylidyne, optionally substituted lower heterocyclalkylidyne, optionally substituted lower alkylidene, optionally substituted lower alkylidenearyl, optionally substituted lower alkylideneheterocycl, optionally substituted lower alkyl, optionally substituted lower alkylaryl, optionally substituted aryl, optionally substituted lower heterocyclalkyl, and optionally substituted heterocycl;

or two  $R^{12}$ 's, when taken together, form 1) a corresponding spirocyclic ketal when said two  $R^{12}$ 's stem from  $R^{10}$  and  $R^{11}$ , or 2) a corresponding cyclic ketal when said two  $R^{12}$ 's stem from  $R^9$  and one of  $R^{10}$  and  $R^{11}$ ;

$E^1$  is selected from  $-O-$ ,  $-CH_2-$ ,  $-N(R^5)-$ , and  $-S(O)_{0-2}-$ ;

$Q$  is a five- to ten-membered ring system, optionally substituted with between zero and four of  $R^{20}$ ;

$R^{20}$  is selected from  $-H$ , halogen, trihalomethyl,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-OR^3$ ,  $-NR^3R^3$ ,  $-S(O)_{0-2}R^3$ ,  $-SO_2NR^3R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-N(R^3)SO_2R^3$ ,  $-N(R^3)C(O)R^3$ ,  $-N(R^3)CO_2R^3$ ,  $-C(O)R^3$ , and optionally substituted lower alkyl;

$R^{60}$  is selected from  $-H$ , halogen, trihalomethyl,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-OR^3$ ,  $-NR^3R^3$ ,  $-S(O)_{0-2}R^3$ ,  $-SO_2NR^3R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-N(R^3)SO_2R^3$ ,  $-N(R^3)C(O)R^3$ ,  $-N(R^3)CO_2R^3$ ,  $-C(O)R^3$ ,

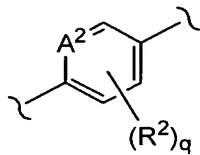
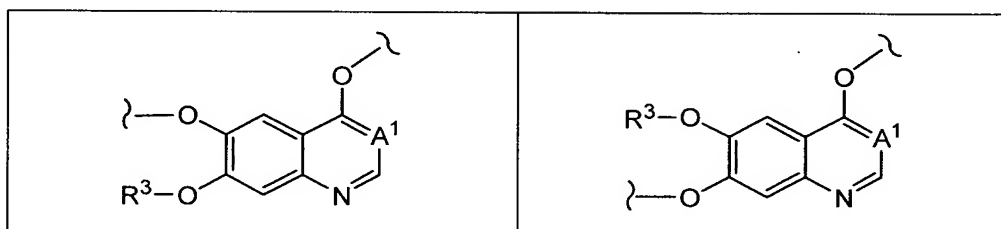
optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heteroarylalkyl, and optionally substituted arylalkyl;

two of  $R^{60}$ , when attached to a non-aromatic carbon, can be oxo;

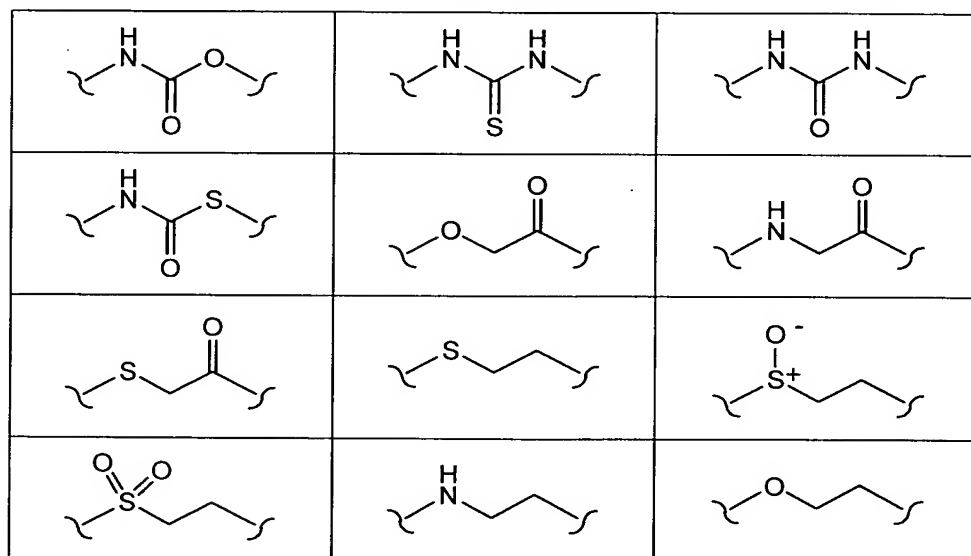
each methylene in any of the above formulae is independently optionally substituted with  $R^{25}$ ;

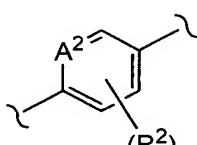
each  $R^{25}$  is independently selected from halogen, trihalomethyl,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-OR^3$ ,  $-NR^3R^3$ ,  $-S(O)_{0-2}R^3$ ,  $-SO_2NR^3R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-N(R^3)SO_2R^3$ ,  $-N(R^3)C(O)R^3$ ,  $-N(R^3)CO_2R^3$ ,  $-C(O)R^3$ , optionally substituted aryl, optionally substituted arylalkyl, heteroarylalkyl, and optionally substituted lower alkyl; two of  $R^{25}$ , together with the carbon or carbons to which they are attached, can combine to form a three- to seven-membered alicyclic or heteroalicyclic, two of  $R^{25}$  on a single carbon can be oxo;

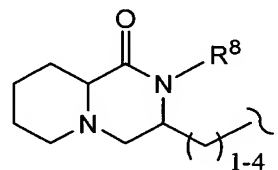
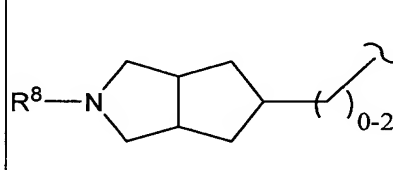
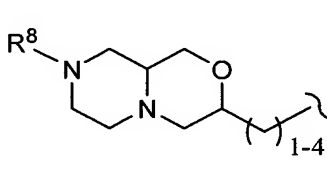
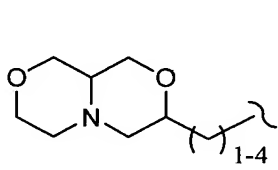
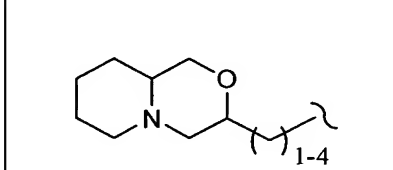
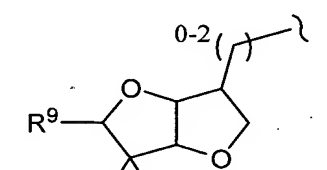
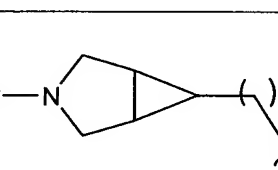
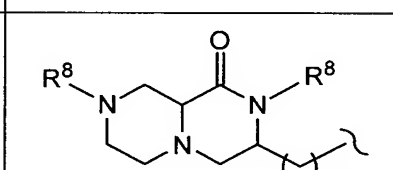
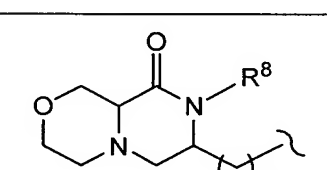
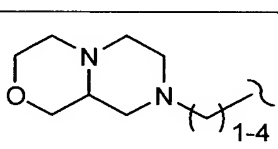
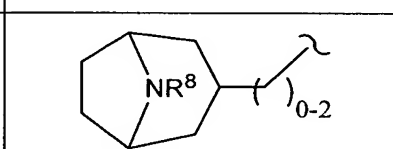
with the proviso that when B is selected from:

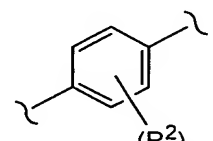


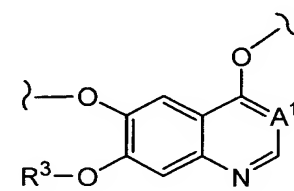
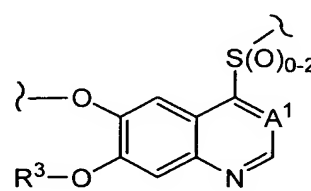
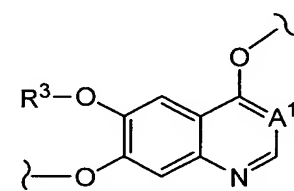
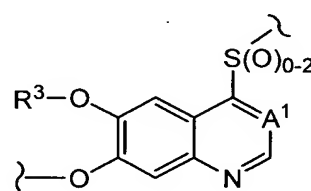
and C contains  $(R^2)_q$ , and the remaining portion of C contains one of:

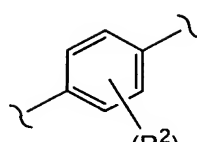
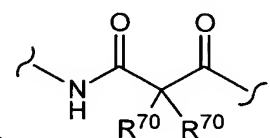


directly attached to   $(R^2)_q$ , then A must be one of:

and with the proviso that when C contains   $(R^2)_q$ , and B is selected from:

then the portion of C directly attached to  cannot contain , when R<sup>70</sup> is selected from -H, C<sub>1-4</sub>alkyl, and C<sub>1-4</sub>alkoxyl.

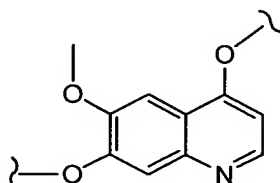
47. (Original) The compound according to claim 46, wherein Q is selected from phenyl, naphthyl, 1,2,3,4-tetrahydronaphthyl, indanyl, benzodioxanyl, benzofuranyl, phenaziny, phenothiaziny, phenoxaziny, tetrahydroisoquinolyl, pyrrolyl, pyrazolyl, pyrazolidinyl, imidazolyl, imidazoliny, imidazolidinyl, tetrahydropyridinyl, pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, oxazolyl, oxazoliny, oxazolidinyl, triazolyl, isoxazolyl, isoxazolidinyl, thiazolyl, thiazoliny, thiazolidinyl, isothiazolyl, isothiazolidinyl, indolyl, isoindolyl, indoliny, isoindoliny, octahydroindolyl, octahydroisoindolyl, quinolyl, isoquinolyl, benzimidazolyl, thiadiazolyl, benzopyranyl, benzothiazolyl, benzoxazolyl, furyl, thienyl, benzothieliyl, and oxadiazolyl; each optionally substituted with between one and four of R<sup>20</sup>; wherein each R<sup>20</sup> is independently selected from -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, and optionally substituted lower alkyl.

48. (Original) The compound according to claim 47, wherein B is either of the following:

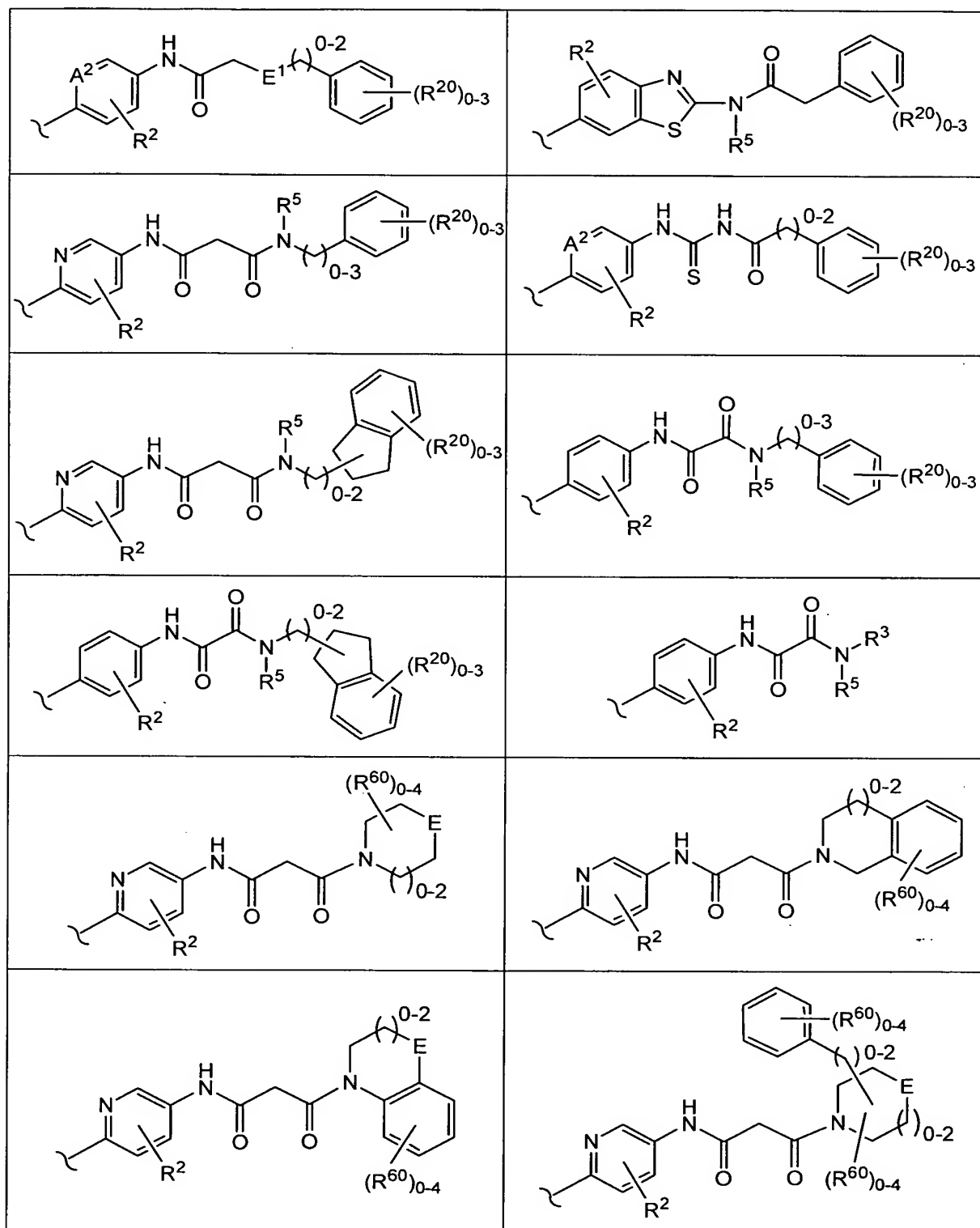


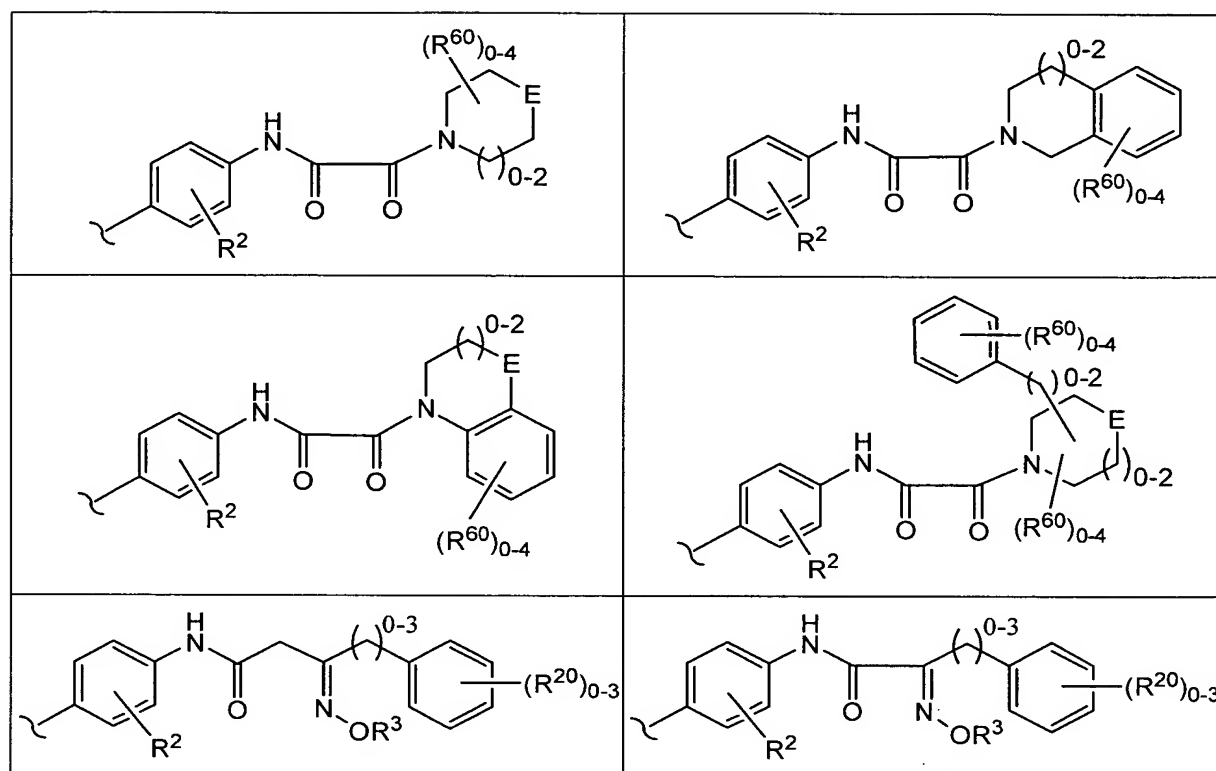
wherein A<sup>1</sup> is either =N- or =C(H)-.

49. (Original) The compound according to claim 48, wherein B is



50. (Original) The compound according to claim 49, wherein C is selected from:





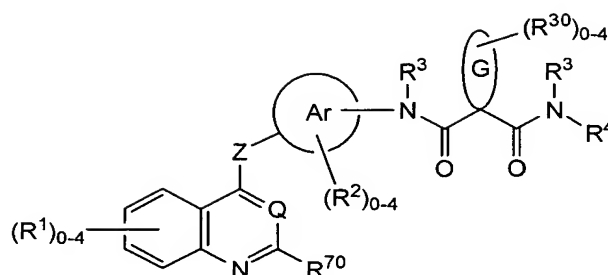
wherein  $R^2$ ,  $R^3$ ,  $R^5$ ,  $R^{20}$ ,  $R^{25}$  and  $R^{60}$  are as defined above.

51. (Original) The compound according to claim 50,  $R^2$  is selected from halogen, trihalomethyl,  $-\text{CN}$ ,  $-\text{NO}_2$ ,  $-\text{OR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{C}(\text{O})\text{NR}^3\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{C}(\text{O})\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{CO}_2\text{R}^3$ ,  $-\text{C}(\text{O})\text{R}^3$ , and optionally substituted lower alkyl

52. (Original) The compound according to claim 51, wherein  $R^2$  is halogen.

53. (Original) The compound according to claim 52, wherein  $R^2$  is either fluorine or chlorine.

54. (Original) A compound for modulating kinase activity according to Formula **XI**,



XI

or a pharmaceutically acceptable salt, hydrate, or prodrug thereof, wherein,

each  $R^1$  is independently selected from halogen,  $-OR^3$ ,  $-NO_2$ ,  $-NH_2$ ,  $-NR^3R^4$ ,  $-D-R^{50}$  and optionally substituted  $C_{1-6}$ alkyl;

$R^{70}$  is selected from  $-H$ , halogen,  $-OR^3$ ,  $-S(O)_{0-2}R^3$ ,  $-NO_2$ ,  $-NH_2$ ,  $-NR^3R^4$ , and optionally substituted  $C_{1-6}$ alkyl;

Q is selected from  $=N-$ ,  $=C(H)-$ , and  $=C(CN)-$ ;

Z is selected from  $-S(O)_{0-2}-$ ,  $-O-$ , and  $-NR^5-$ ;

Ar is either a five- or six-membered arylene or a five- or six-membered heteroarylene containing between one and three heteroatoms;

G is either an optionally substituted cycloalkyl or an optionally substituted heteroalicyclic;

each  $R^2$  is independently selected from halogen, trihalomethyl,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-OR^3$ ,  $-NR^3R^4$ ,  $-S(O)_{0-2}R^3$ ,  $-SO_2NR^3R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-N(R^3)SO_2R^3$ ,  $-N(R^3)C(O)R^3$ ,  $-N(R^3)CO_2R^3$ ,  $-C(O)R^3$ , and optionally substituted  $C_{1-6}$ alkyl;

each  $R^3$  is independently  $-H$  or  $R^4$ ;

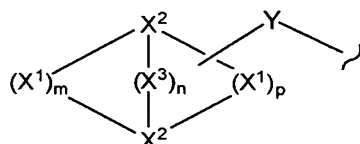
each  $R^4$  is independently selected from optionally substituted  $C_{1-6}$ alkyl, optionally substituted aryl, optionally substituted aryl  $C_{1-6}$ alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl  $C_{1-6}$ alkyl; or

$R^3$  and  $R^4$ , when taken together with a common nitrogen to which they are attached, form an optionally substituted five- to seven-membered heterocyclyl, said optionally substituted five- to seven-membered heterocyclyl optionally containing at least one additional annular heteroatom selected from N, O, S, and P;

$R^5$  is  $-H$  or optionally substituted  $C_{1-6}$ alkyl;

each D is independently selected from -O-, -S(O)<sub>0-2</sub>-, and -NR<sup>5</sup>-;

each R<sup>50</sup> is independently either R<sup>3</sup>, or according to formula **XII**;



**XII**

wherein X<sup>1</sup>, X<sup>2</sup>, and optionally X<sup>3</sup>, represent the atoms of a saturated bridged ring system, said saturated bridged ring system comprising up to four annular heteroatoms represented by any of X<sup>1</sup>, X<sup>2</sup>, and X<sup>3</sup>; wherein,

each X<sup>1</sup> is independently selected from -C(R<sup>6</sup>)R<sup>7</sup>-, -O-, -S(O)<sub>0-2</sub>-, and -NR<sup>8</sup>-;

each X<sup>2</sup> is independently an optionally substituted bridgehead methine or a bridgehead nitrogen;

each X<sup>3</sup> is independently selected from -C(R<sup>6</sup>)R<sup>7</sup>-, -O-, -S(O)<sub>0-2</sub>-, and -NR<sup>8</sup>-;

Y is either:

an optionally substituted lower alkylene linker, between D and either 1) any annular atom of the saturated bridged ring system, except X<sup>2</sup> when X<sup>2</sup> is a bridgehead nitrogen, or 2) any heteroatom, represented by any of R<sup>6</sup> or R<sup>7</sup>; provided there are at least two carbon atoms between D and any annular heteroatom of the saturated bridged ring system or any heteroatom represented by any of R<sup>6</sup> or R<sup>7</sup>;

or Y is absent, when Y is absent, said saturated bridged ring system, is directly attached to D via an annular carbon of said saturated bridged ring system, unless D is -SO<sub>2</sub>-, in which case said saturated bridged ring system, is directly attached to D via an any annular atom of said saturated bridged ring system;

m and p are each independently one to four;

n is zero to two, when n equals zero, then there is a single bond between the two bridgehead X<sup>2</sup>'s;

R<sup>6</sup> and R<sup>7</sup> are each independently selected from -H, halogen, trihalomethyl, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>4</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>4</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>4</sup>,



$-N(R^3)C(O)R^3$ ,  $-NCO_2R^3$ ,  $-C(O)R^3$ , optionally substituted  $C_{1-6}$ alkyl, optionally substituted aryl, optionally substituted aryl  $C_{1-6}$ alkyl, optionally substituted heterocyclyl, optionally substituted heterocyclyl  $C_{1-6}$ alkyl, and a bond to either Y or D; or

$R^6$  and  $R^7$ , when taken together are oxo; or

$R^6$  and  $R^7$ , when taken together with a common carbon to which they are attached, form a optionally substituted three- to seven-membered spirocyclyl, said optionally substituted three- to seven-membered spirocyclyl optionally containing at least one additional annular heteroatom selected from N, O, S, and P;

$R^8$  is selected from  $-R^3$ , Y,  $-SO_2NR^3R^4$ ,  $-CO_2R^4$ ,  $-C(O)NR^3R^3$ ,  $-SO_2R^4$ , and  $-C(O)R^3$ ; and

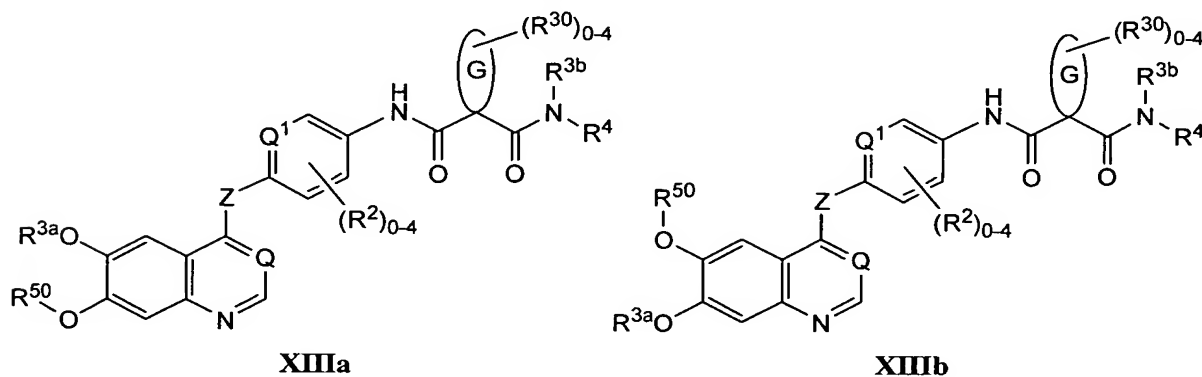
each  $R^{30}$  is independently selected from halogen, trihalomethyl,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-OR^3$ ,  $-NR^3R^4$ ,  $-S(O)_{0-2}R^3$ ,  $-SO_2NR^3R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-N(R^3)SO_2R^3$ ,  $-N(R^3)C(O)R^3$ ,  $-N(R^3)CO_2R^3$ ,  $-C(O)R^3$ , and optionally substituted  $C_{1-6}$ alkyl.

55. (Original) The compound according to claim 54, wherein Z is either  $-O-$  or  $-NR^5-$ .

56. (Original) The compound according to claim 55, wherein at least one of  $R^1$  is  $-D-R^{50}$ .

57. (Original) The compound according to claim 56, wherein D is  $-O-$  and at least one other  $R^1$  is  $-OR^3$ .

58. (Original) The compound according to claim 57, of formula **XIIIa** or **XIIIb**:



wherein  $Q^1$  is either  $=N-$  or  $=C(H)-$ .

59. (Original) The compound according to claim 58, wherein  $R^{50}$  is selected from  $C_{1-6}$ alkyl optionally substituted with at least one of optionally substituted amino, optionally substituted  $C_{1-6}$ alkyl amino, optionally substituted  $C_{1-6}$ dialkyl amino, optionally substituted heteroalicyclic, and a group of formula **XII**.

60. (Original) The compound according to claim 59, wherein  $R^{3a}$  is  $C_{1-6}$ alkyl.

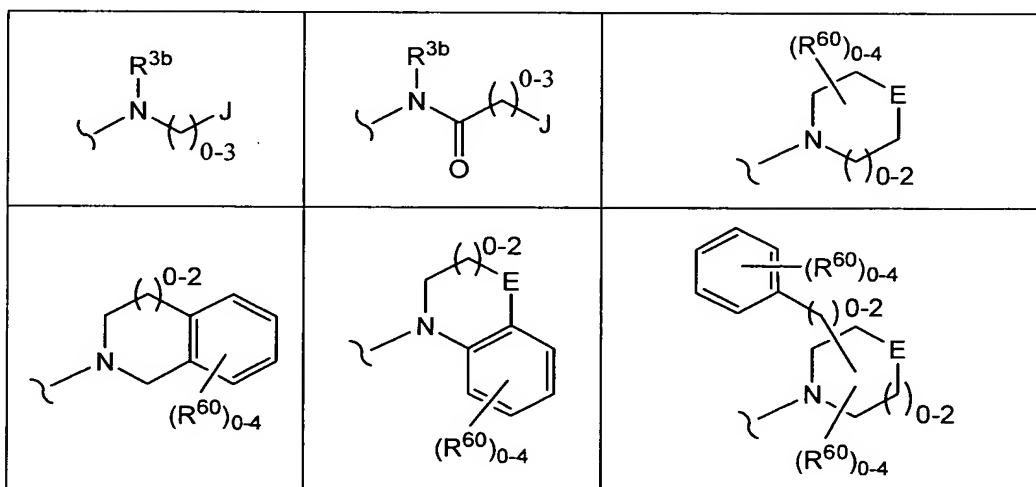
61. (Original) The compound according to claim 60, wherein Z is -O-.

62. (Original) The compound according to claim 61, wherein G is selected from cyclopropyl, aziradine, cyclobutyl, and azetidine, each optionally substituted with between zero and four of  $R^{30}$ .

63. (Original) The compound according to claim 62, wherein Q is either =N- or =C(H)-.

64. (Original) The compound according to claim 63, wherein  $R^2$  is selected from -H, halogen,  $C_{1-6}$  alkyl and perfluoro  $C_{1-6}$  alkyl.

65. (Original) The compound according to claim 64, wherein  $-N(R^{3b})R^4$  is selected from the following:



wherein J, is a five- to ten-membered ring, optionally substituted with between zero and five of  $R^{20}$ ;

each  $R^{20}$  is independently selected from -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>,

-N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted aryl C<sub>1-6</sub>alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C<sub>1-6</sub>alkyl;

two of R<sup>20</sup>, together with the atom or atoms to which they are attached, combine to form an optionally substituted three- to seven-membered heteroalicyclic, said optionally substituted three- to seven-membered heteroalicyclic either spiro- to J or fused to J;

E is selected from -O-, -N(R<sup>5</sup>)-, -CH<sub>2</sub>-, and -S(O)<sub>0-2</sub>-;

each R<sup>60</sup> is independently selected from halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted heteroaryl C<sub>1-6</sub>alkyl, and optionally substituted aryl C<sub>1-6</sub>alkyl;

each methylene in any of the above formulae, other than those in a depicted ring, is independently optionally substituted with R<sup>25</sup>; and

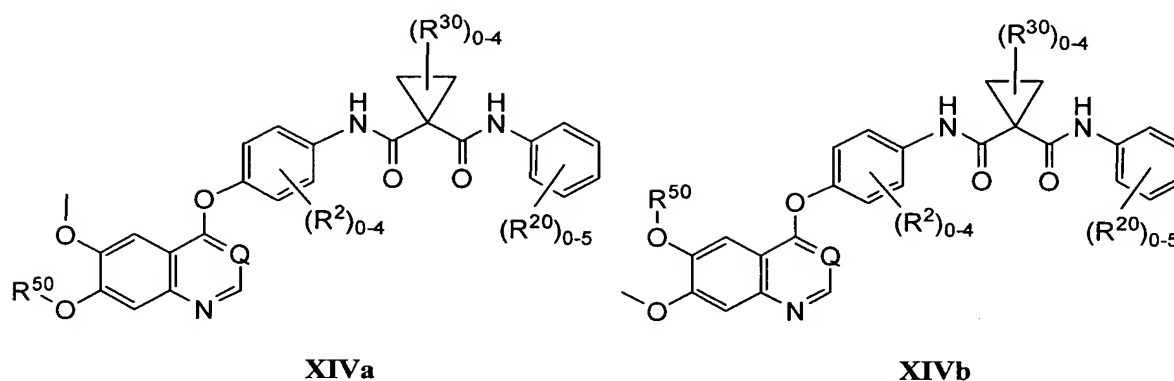
R<sup>25</sup> is selected from halogen, trihalomethyl, oxo, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted aryl, optionally substituted aryl C<sub>1-6</sub>alkyl, heteroaryl C<sub>1-6</sub>alkyl, and optionally substituted C<sub>1-6</sub>alkyl; or

two of R<sup>25</sup>, together with the carbon or carbons to which they are attached, can combine to form a three- to seven-membered alicyclic or heteroalicyclic;

R<sup>3b</sup> is equivalent to R<sup>3</sup> as defined above; and

R<sup>4</sup> and R<sup>5</sup> are as defined above.

66. (Original) The compound according to claim 65, of formula **XIVa** or **XIVb**:



67. (Original) The compound according to claim 66, wherein  $R^{50}$  is  $C_{1-6}$ alkyl optionally substituted with a group selected from optionally substituted amino, an optionally substituted alkylamino, optionally substituted dialkylamino, and optionally substituted heteroalicyclic.

68. (Original) The compound according to claim 67, wherein the heteroalicyclic portion of said optionally substituted heteroalicyclic of  $R^{50}$  is selected from the group consisting of piperidine, piperazine, morpholine, thiomorpholine, thiomorpholine 1-oxide, thiomorpholine 1,1-dioxide, 2-oxo-morpholine, pyrrolidine, and azepine.

69. (Original) The compound according to claim 67, wherein  $R^{50}$  is according to formula **XII**.

70. (Original) The compound according to claim 69, wherein the saturated bridged ring system according to formula **XII** has a geometry selected from the group consisting of [4.4.0], [4.3.0], [4.2.0], [4.1.0], [3.3.0], [3.2.0], [3.1.0], [3.3.3], [3.3.2], [3.3.1], [3.2.2], [3.2.1], [2.2.2], and [2.2.1].

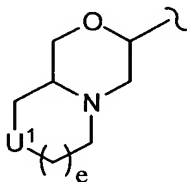
71. (Original) The compound according to claim 70, wherein Y is selected from  $-CH_2CH_2CH_2CH_2-$ ,  $-CH_2CH_2CH_2-$ ,  $-CH_2CH_2-$ ,  $-CH_2-$ , and absent.

72. (Original) The compound according to claim 71, wherein n is 0 and the saturated bridged ring system according to formula **XII** has a geometry selected from the group consisting of [4.4.0], [4.3.0], [4.2.0], [4.1.0], [3.3.0], [3.2.0], and [3.1.0].

73. (Original) The compound according to claim 72, wherein said saturated bridged ring system contains at least one annular nitrogen or at least one annular oxygen.

74. (Original) The compound according to claim 73, wherein said saturated bridged ring system contains  $\text{-NR}^8\text{-}$ , wherein  $\text{R}^8$  is selected from  $\text{-H}$ , optionally substituted  $\text{C}_{1-6}\text{alkyl}$ ,  $\text{-CO}_2\text{R}^3$ ,  $\text{-C(O)NR}^3\text{R}^3$ ,  $\text{-SO}_2\text{R}^3$ , and  $\text{-C(O)R}^3$ .

75. (Original) The compound according to claim 73, wherein said saturated bridged ring system is of formula **XV**,



**XV**

wherein  $\text{U}^1$  is selected from  $\text{-O-}$ ,  $\text{-S(O)}_{0-2}\text{-}$ ,  $\text{-NR}^8\text{-}$ ,  $\text{-CR}^6\text{R}^7\text{-}$ , and absent; and  $e$  is 0 or 1.

76. (Original) The compound according to claim 75, wherein  $\text{Y}$  is  $\text{-CH}_2\text{-}$ .

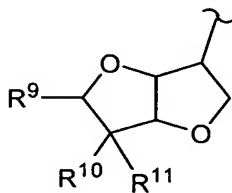
77. (Original) The compound according to claim 76, wherein  $\text{U}^1$  is  $\text{-NR}^8\text{-}$ , wherein  $\text{R}^8$  is selected from  $\text{-H}$ , optionally substituted lower alkyl,  $\text{-CO}_2\text{R}^3$ ,  $\text{-C(O)NR}^3\text{R}^3$ ,  $\text{-SO}_2\text{R}^3$ , and  $\text{-C(O)R}^3$ .

78. (Original) The compound according to claim 76, wherein  $\text{U}^1$  is  $\text{-O-}$ .

79. (Original) The compound according to claim 76, wherein  $\text{U}^1$  is absent.

80. (Original) The compound according to claim 71, wherein  $\text{Y}$  is selected from  $\text{-CH}_2\text{CH}_2\text{-}$ ,  $\text{-CH}_2\text{-}$ , and absent.

81. (Original) The compound according to claim 80, wherein said saturated bridged ring system is of formula **XVI**,



**XVI**

wherein  $\text{R}^9$ ,  $\text{R}^{10}$ , and  $\text{R}^{11}$  are each independently selected from  $\text{-H}$ , and  $\text{-OR}^{12}$ ; or

$R^9$  is selected from -H, and  $-OR^{12}$ , and  $R^{10}$  and  $R^{11}$ , when taken together, are either an optionally substituted alkylidene or an oxo;

$R^{12}$  is selected from -H,  $-C(O)R^3$ , optionally substituted lower alkylidyne, optionally substituted lower arylalkylidyne, optionally substituted lower heterocyclalkylidyne, optionally substituted lower alkylidene, optionally substituted lower alkylidenearyl, optionally substituted lower alkylideneheterocycl, optionally substituted lower alkyl, optionally substituted lower alkylaryl, optionally substituted aryl, optionally substituted lower heterocyclalkyl, and optionally substituted heterocycl;

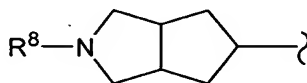
or two  $R^{12}$ 's, when taken together, form 1) a corresponding spirocyclic ketal when said two  $R^{12}$ 's stem from  $R^{10}$  and  $R^{11}$ , or 2) a corresponding cyclic ketal when said two  $R^{12}$ 's stem from  $R^9$  and one of  $R^{10}$  and  $R^{11}$ .

82. (Original) The compound according to claim 81, wherein one of  $R^{10}$  and  $R^{11}$  is  $-OR^{12}$ , wherein  $R^{12}$  is selected from -H,  $-C(O)R^3$ , and optionally substituted lower alkyl; and  $R^9$  and the other of  $R^{10}$  and  $R^{11}$  are both -H.

83. (Original) The compound according to claim 82, wherein Y is either  $-CH_2-$  or absent.

84. (Original) The compound according to claim 81, wherein  $R^9$  is an alkyl group containing at least one fluorine substitution thereon.

85. (Original) The compound according to claim 74, wherein said saturated bridged ring system is of formula **XVII**.



**XVII**

86. (Original) The compound according to claim 85, wherein Y is either  $-CH_2-$  or absent.

87. (Original) The compound according to claim 86, wherein  $R^8$  is methyl or ethyl.

88. (Original) The compound according to claim 87, wherein at least one of  $R^2$  is halogen.

89. (Original) The compound according to claim 74, wherein said saturated bridged ring system is of formula **XVIII**.

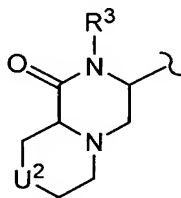


**XVIII**

90. (Original) The compound according to claim 89, wherein Y is  $-\text{CH}_2-$ .

91. (Original) The compound according to claim 90, wherein  $R^8$  is methyl or ethyl.

92. (Original) The compound according to claim 73, wherein said saturated bridged ring system is of formula **XIX**



**XIX**

wherein  $U^2$  is selected from  $-\text{O}-$ ,  $-\text{S}(\text{O})_{0-2}-$ ,  $-\text{NR}^8-$ ,  $-\text{CR}^6\text{R}^7-$ , and absent.

93. (Original) The compound according to claim 92, wherein  $R^3$  of formula **XIX** is selected from  $-\text{H}$  and optionally substituted alkyl.

94. (Original) The compound according to claim 93, wherein  $U^2$  is either  $-\text{CR}^6\text{R}^7-$  or absent.

95. (Original) The compound according to claim 94, wherein  $U^2$  is either  $-\text{CH}_2-$  or absent.

96. (Original) The compound according to claim 95, wherein Y is  $-\text{CH}_2-$ .

97. (Original) The compound according to claim 74, wherein said saturated bridged ring system is according to formula **XX**.



**XX**

98. (Original) The compound according to claim 97, wherein R<sup>8</sup> is methyl or ethyl.

99. (Currently Amended) The compound according to ~~any of claims 67 through 98~~ claim 67, wherein R<sup>2</sup> is selected from C<sub>1-6</sub> alkyl, perfluoro C<sub>1-6</sub> alkyl, and halogen.

100. (Original) The compound according to claim 99, wherein R<sup>2</sup> is selected from perfluoro C<sub>1-3</sub> alkyl and halogen.

101. (Currently Amended) The compound according to ~~any of claims 67 through 98~~ claim 67, wherein R<sup>20</sup> is selected from halogen, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C<sub>1-6</sub>alkyl, and (two of R<sup>20</sup>) together with the atom or atoms to which they are attached, an optionally substituted three- to six-membered heteroalicyclic, said optionally substituted three- to six-membered heteroalicyclic fused to the phenyl as in **XIVa** or **XIVb**.

102. (Original) The compound according to claim 101, wherein R<sup>20</sup> is selected from halogen, -NR<sup>3</sup>R<sup>4</sup>, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C<sub>1-6</sub>alkyl, and (two of R<sup>20</sup>) together with the atom or atoms to which they are attached, an optionally substituted five- to six-membered heteroalicyclic, said optionally substituted five- to six-membered heteroalicyclic fused to the phenyl as in **XIVa** or **XIVb**.

103. (Original) The compound according to claim 102, wherein R<sup>2</sup> is selected from C<sub>1-6</sub> alkyl, perfluoro C<sub>1-6</sub> alkyl, and halogen.

104. (Original) The compound according to claim 103, wherein R<sup>2</sup> is selected from perfluoro C<sub>1-3</sub> alkyl and halogen.



105. (Original) The compound according to claim 54, selected from Table 2.

Table 2

	Name	Structure
1	N-(6-{{6,7-bis(methyloxy)quinolin-4-yl}oxy}-5-chloropyridin-3-yl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
2	N-(6-{{6,7-bis(methyloxy)quinolin-4-yl}oxy}-5-chloropyridin-3-yl)-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	
3	N-(6-{{6,7-bis(methyloxy)quinolin-4-yl}oxy}-5-chloropyridin-3-yl)-N'-(phenylmethyl)cyclopropane-1,1-dicarboxamide	
4	N-(6-{{6,7-bis(methyloxy)quinolin-4-yl}oxy}-5-chloropyridin-3-yl)-N'-phenylcyclopropane-1,1-dicarboxamide	
5	N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
6	N-[3-fluoro-4-({6-(methyloxy)-7-[(3-piperidin-1-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
7	N-[3-fluoro-4-({6-(methyloxy)-7-[(3-piperidin-1-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	
8	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloropyridin-3-yl)-N'-(2-phenylethyl)cyclopropane-1,1-dicarboxamide	
9	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-2-methylpyridin-3-yl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
10	N-{4-[(7-chloroquinolin-4-yl)oxy]-3-fluorophenyl}-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
11	N-{4-[(7-chloroquinolin-4-yl)oxy]phenyl}-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
12	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
13	N-(4-{[6,7-bis(methyloxy)quinazolin-4-yl]oxy}phenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
14	N-(4-{[6,7-bis(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
15	N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinazolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
16	N-{5-chloro-6-[(6-(methyloxy)-7-[(1-methylpiperidin-4-yl)methyl]oxy}quinolin-4-yl]oxy}pyridin-3-yl}-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
17	N-[5-chloro-6-({6-(methyloxy)-7-[(piperidin-4-ylmethyl]oxy}quinolin-4-yl]oxy}pyridin-3-yl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
18	N-[5-chloro-6-({6-(methyloxy)-7-[(phenylmethyl]oxy}quinolin-4-yl]oxy}pyridin-3-yl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
19	N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
20	N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	

Table 2

	Name	Structure
21	N-{3-fluoro-4-[(6-(methyloxy)-7-{[(1-methylpiperidin-4-yl)methyl]oxy}quinazolin-4-yl)oxy]phenyl}-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
22	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-2-methylphenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
23	N-(4-fluorophenyl)-N'-[2-methyl-6-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)pyridin-3-yl]cyclopropane-1,1-dicarboxamide	
24	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
25	N-(6-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-chloro-2-methylpyridin-3-yl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
26	N-[3-fluoro-4-({7-(methyloxy)-6-[(3-morpholin-4-ylpropyl)oxy]quinazolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
27	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-3,5-difluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
28	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-2,5-difluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
29	N-[3-fluoro-4-({7-(methyloxy)-6-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
30	N-{3-fluoro-4-[(6-(methyloxy)-7-(2-methyloctahydrocyclopenta[c]pyrrol-5-ylmethoxy)quinazolin-4-yl]oxy}phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
31	N-{3-fluoro-4-[(7-(methyloxy)-6-[(1-methylpiperidin-4-yl)methyl]oxy}quinazolin-4-yl]oxy}phenyl}-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
32	N-[5-fluoro-2-methyl-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl]oxy}quinolin-4-yl]oxy}phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
33	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-2,3,5-trifluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
34	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-5-fluoro-2-methylphenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
35	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-2-chloro-5-methylphenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
36	N-(3-fluoro-4-{{6-hydroxy-7-(methyloxy)quinolin-4-yl}oxy}phenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
37	N-(4-fluorophenyl)-N'-[2-methyl-4-{{6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy}phenyl]cyclopropane-1,1-dicarboxamide	
38	N-[3-fluoro-4-{{6-(methyloxy)-7-[(3-piperazin-1-ylpropyl)oxy]quinolin-4-yl}oxy}phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
39	N-{{3-fluoro-4-[(6-(methyloxy)-7-{{3-(4-methylpiperazin-1-yl)propyl}oxy}quinolin-4-yl)oxy}phenyl}-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	



Table 2

	Name	Structure
40	N-{3-fluoro-4-[(6-(methyloxy)-7-[(1-methylpiperidin-4-yl)methyl]oxy}quinolin-4-yl]oxy}phenyl}-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
41	N-(4-fluorophenyl)-N'-[4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl]oxy}quinolin-4-yl]oxy}phenyl]cyclopropane-1,1-dicarboxamide	
42	N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
43	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}-2-chloro-5-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
44	N-(4-{[6,7-bis(methyloxy)-2-(methylthio)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
45	N-(4-fluorophenyl)-N'-(4-{[2-methyl-6,7-bis(methyloxy)quinazolin-4-yl]oxy}phenyl)cyclopropane-1,1-dicarboxamide	
46	N-(4-{[2-amino-6,7-bis(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
47	N-(3-fluoro-4-{[2-(methylamino)-6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
48	(1S,2R)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	
49	(1R,2R)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	
50	N-(4-{[6-{[3-(diethylamino)propyl]oxy}-7-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
51	N-(4-{{6-{{2-(diethylamino)ethyl}oxy}-7-(methyloxy)quinolin-4-yl}oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
52	1,1-dimethylethyl 4-(3-{{4-{{(2-fluoro-4-{{(1-{{(4-fluorophenyl)amino}carbonyl}cyclopropyl)carbonyl}amino}phenyl)oxy}-6-(methyloxy)quinolin-7-yl}oxy}propyl)piperazine-1-carboxylate	
53	(1R,2R)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinazolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
54	(1R,2R)-N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	
55	N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
56	N-(4-{[7-{[3-(4-acetylpiperazin-1-yl)propyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	

Table 2

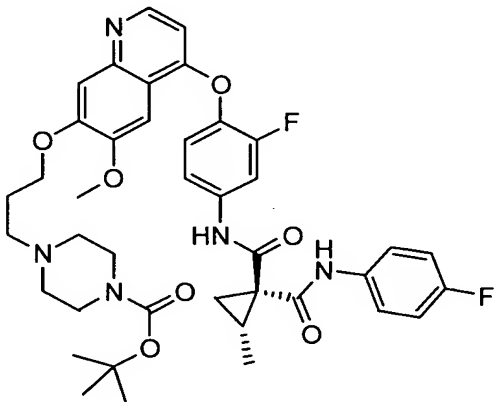
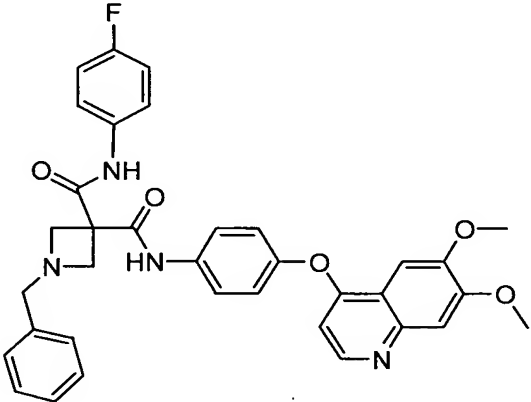
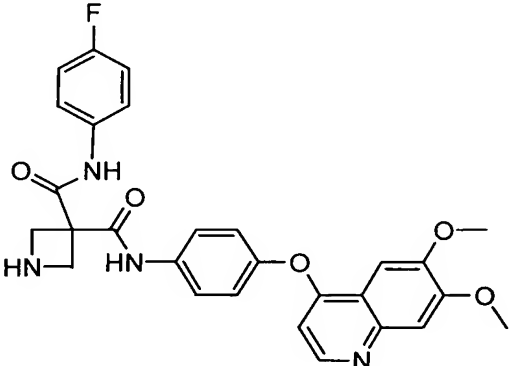
	Name	Structure
57	1,1-dimethylethyl 4-(3-{[4-[(2-fluoro-4-{[[(1R,2R)-1-{[4-fluorophenyl]amino]carbonyl}-2-methylcyclopropyl)carbonyl]amino}phenyl]oxy]-6-(methyloxy)quinolin-7-yl]oxy}propyl)piperazine-1-carboxylate	
58	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-(4-fluorophenyl)-1-(phenylmethyl)azetidine-3,3-dicarboxamide	
59	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-(4-fluorophenyl)azetidine-3,3-dicarboxamide	

Table 2

	Name	Structure
60	(1R,2S)-N-{3-fluoro-4-[(6-(methyloxy)-7-{[3-(4-methylpiperazin-1-yl)propyl]oxy}quinolin-4-yl)oxy]phenyl}-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	
61	(1R,2R)-N-{3-fluoro-4-[(6-(methyloxy)-7-{[3-(4-methylpiperazin-1-yl)propyl]oxy}quinolin-4-yl)oxy]phenyl}-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	
62	(1R,2R)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-piperazin-1-yl)propyl]oxy}quinolin-4-yl)oxy]phenyl]-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
63	N-(3-fluoro-4-{{7-{{3-[4-(1-methylethyl)piperazin-1-yl]propyl}oxy)-6-(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
64	N-(4-{{7-{{3-(diethylamino)propyl}oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide	
65	(1R,2R)-N-(4-{{7-{{3-(diethylamino)propyl}oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	
66	(1R,2R)-N-(4-{{7-{{2-(diethylamino)ethyl}oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	



Table 2

	Name	Structure
67	(1R,2S)-N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	
68	(1R,2S)-N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	
69	N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	
70	(1R,2S)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-piperazin-1-ylpropyl)oxy]quinolin-4-yl]oxy)phenyl]-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
71	(1R,2R,3S)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	
72	(1R,2R,3S)-N-{3-fluoro-4-[(6-(methyloxy)-7-{[3-(4-methylpiperazin-1-yl)propyl]oxy}quinolin-4-yl)oxy]phenyl}-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	
73	(1R,2R,3S)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinazolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
74	(1R,2R,3S)-N-{3-fluoro-4-[(6-(methyloxy)-7-{[3-(4-methylpiperazin-1-yl)propyl]oxy}quinazolin-4-yl)oxy]phenyl}-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	
75	N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinazolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	
76	(2R,3R)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	

Table 2

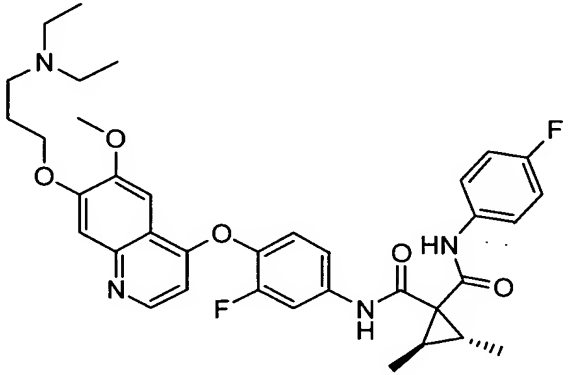
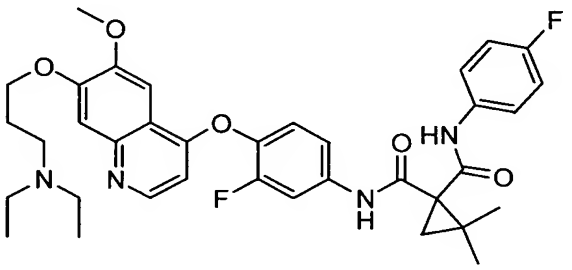
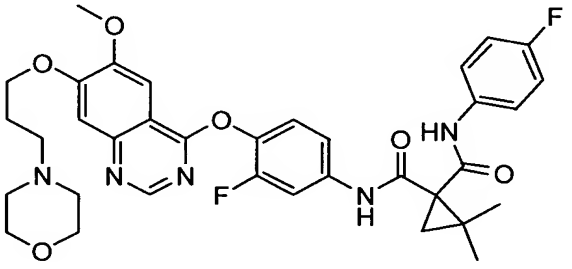
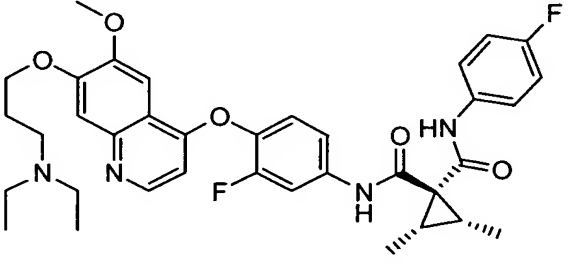
	Name	Structure
77	(2R,3R)-N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	
78	N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,2-dimethylcyclopropane-1,1-dicarboxamide	
79	N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinazolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)-2,2-dimethylcyclopropane-1,1-dicarboxamide	
80	(1R,2R,3S)-N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	

Table 2

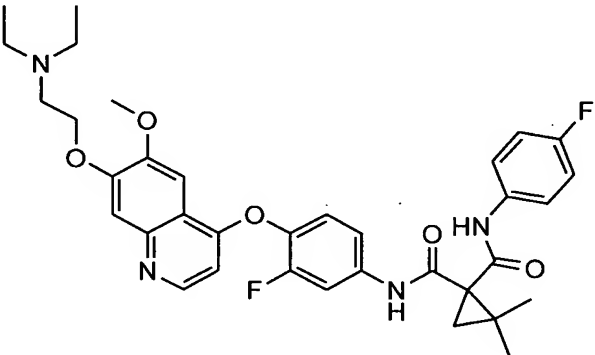
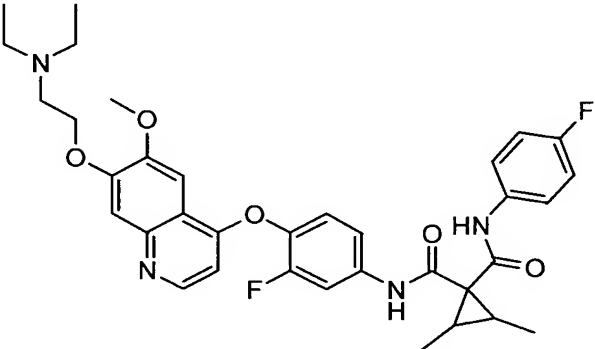
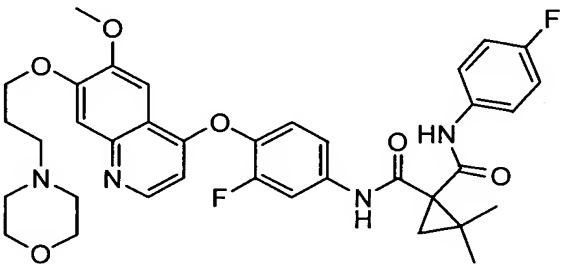
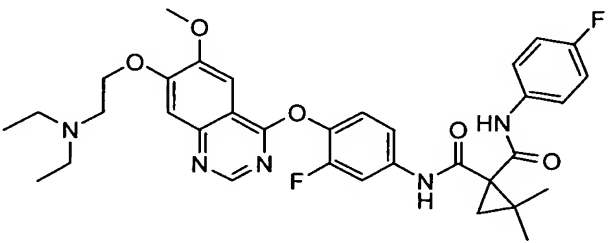
	Name	Structure
81	N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,2-dimethylcyclopropane-1,1-dicarboxamide	
82	(1R,2R,3S)-N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	
83	N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)-2,2-dimethylcyclopropane-1,1-dicarboxamide	
84	N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,2-dimethylcyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
85	N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,2-dimethylcyclopropane-1,1-dicarboxamide	
86	N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	
87	N-{3-fluoro-4-[(6-(methyloxy)-7-{[3-(4-methylpiperazin-1-yl)propyl]oxy}quinazolin-4-yl)oxy]phenyl}-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	
88	N-[3-fluoro-4-({6-(methyloxy)-7-[(3-piperazin-1-ylpropyl)oxy]quinazolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	

Table 2

	Name	Structure
89	(2R,3R)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinazolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	
90	N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	
91	N-{3-fluoro-4-[(6-(methyloxy)-7-{[3-(4-methylpiperazin-1-yl)propyl]oxy}quinolin-4-yl)oxy]phenyl}-N'-(4-fluorophenyl)cyclobutane-1,1-dicarboxamide	
92	(1R,2R)-N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
93	(1R,2R)-N-{3-fluoro-4-[[6-(methyloxy)-7-{[3-(4-methylpiperazin-1-yl)propyl]oxy}quinazolin-4-yl]oxy]phenyl}-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	
94	(2R,3R)-N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	
95	(2R,3R)-N-(4-{[7-{[3-(diethylamino)propyl]oxy}-6-(methyloxy)quinazolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	
96	(1R,2R)-N-[3-fluoro-4-({6-(methyloxy)-7-[(3-piperazin-1-yl)propyl]oxy}quinazolin-4-yl)oxy]phenyl]-N'-(4-fluorophenyl)-2-methylcyclopropane-1,1-dicarboxamide	



Table 2

	Name	Structure
97	(2R,3R)-N-(4-{[7-{[2-(diethylamino)ethyl]oxy}-6-(methoxy)quinolin-4-yl]oxy}-3-fluorophenyl)-N'-(4-fluorophenyl)-2,3-dimethylcyclopropane-1,1-dicarboxamide	
98	N-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}phenyl)-N'-[(4-fluorophenyl)methyl]cyclopropane-1,1-dicarboxamide	
99	N-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}phenyl)-N'-(2-morpholin-4-ylethyl)cyclopropane-1,1-dicarboxamide	
100	N-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}phenyl)-N'-[2-(piperidin-1-ylmethyl)phenyl]cyclopropane-1,1-dicarboxamide	
101	N-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}phenyl)-N'-[2-(pyrrolidin-1-ylmethyl)phenyl]cyclopropane-1,1-dicarboxamide	

Table 2

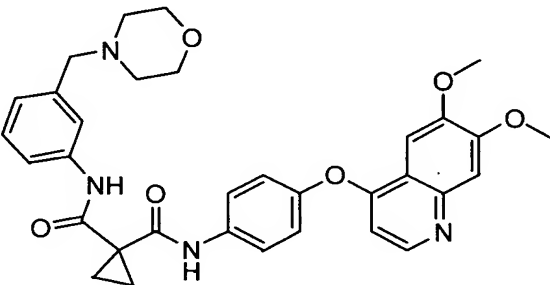
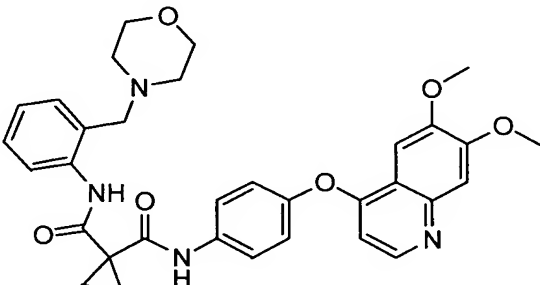
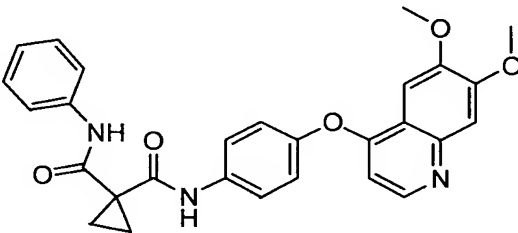
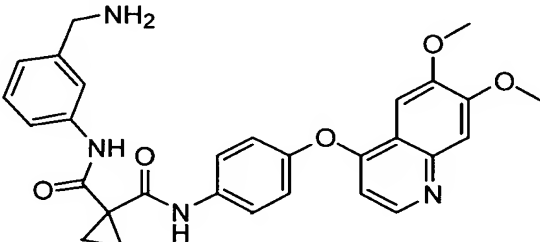
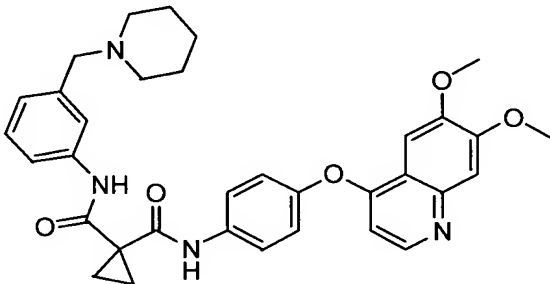
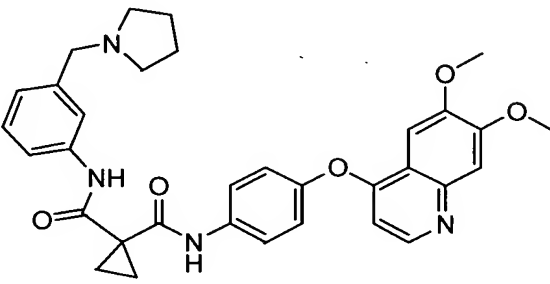
	Name	Structure
102	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-[3-(morpholin-4-ylmethyl)phenyl]cyclopropane-1,1-dicarboxamide	
103	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-[2-(morpholin-4-ylmethyl)phenyl]cyclopropane-1,1-dicarboxamide	
104	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-phenylcyclopropane-1,1-dicarboxamide	
105	N-[3-(aminomethyl)phenyl]-N'-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)cyclopropane-1,1-dicarboxamide	

Table 2

	Name	Structure
106	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-[3-(piperidin-1-ylmethyl)phenyl]cyclopropane-1,1-dicarboxamide	
107	N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-[3-(pyrrolidin-1-ylmethyl)phenyl]cyclopropane-1,1-dicarboxamide	

106. (Currently Amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound according to ~~any one of claims 1—105~~ claim 1, and a pharmaceutically acceptable carrier.

107. (Currently Amended) A metabolite of the compound ~~or the pharmaceutical composition according to any one of claims 1—106~~ of claim 1.

108. (Currently Amended) A method of modulating the *in vivo* activity of a kinase, the method comprising administering to a subject an effective amount of the compound or the pharmaceutical composition according to ~~any of claims 1—105~~ claim 1.

109. (Original) The method according to claim 108, wherein modulating the *in vivo* activity of the kinase comprises inhibition of said kinase.

110. (Original) The method according to claim 108, wherein the kinase is at least one of c-Met, KDR, c-Kit, flt-3, and flt-4.

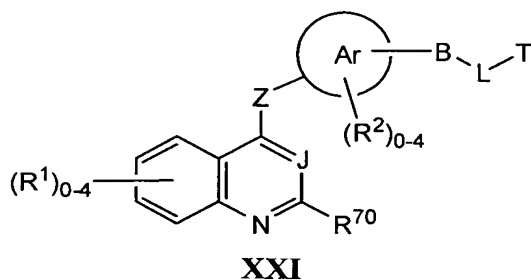
111. (Original) The method according to claim 110, wherein the kinase is c-Met.

112. (Currently Amended) A method of treating diseases or disorders associated with uncontrolled, abnormal, and/or unwanted cellular activities, the method comprising administering, to a mammal in need thereof, a therapeutically effective amount of the compound ~~or the pharmaceutical composition as described in any one of claims 1–106 of claim 1.~~

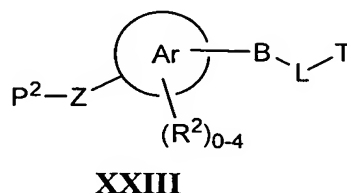
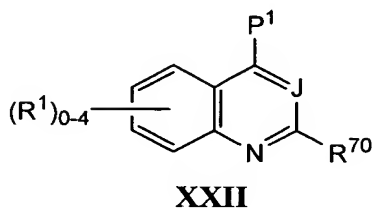
113. (Currently Amended) A method of screening for a modulator of a kinase, said kinase selected from c-Met, KDR, c-Kit, flt-3, and flt-4, the method comprising combining a compound ~~according to any one of claims 1–105, of claim 1~~ and at least one candidate agent and determining the effect of the candidate agent on the activity of said kinase.

114. (Currently Amended) A method of inhibiting proliferative activity in a cell, the method comprising administering an effective amount of a ~~composition comprising a compound according any one of claims 1–105 to claim 1~~ to a cell or a plurality of cells.

115. (Original) A process for preparing a compound of Formula **XXI**,



comprising reaction of a compound of Formula **XXII**, with a compound of Formula **XXIII**



wherein,

each  $R^1$  is independently selected from halogen,  $-OR^3$ ,  $-NO_2$ ,  $-NH_2$ ,  $-NR^3R^3$ ,  $-D-R^{50}$  and optionally substituted  $C_{1-6}$ alkyl;

$R^{70}$  is selected from  $-H$ , halogen,  $-OR^3$ ,  $-S(O)_{0-2}R^3$ ,  $-NO_2$ ,  $-NH_2$ ,  $-NR^3R^3$ , and optionally substituted  $C_{1-6}$ alkyl;

J is selected from  $=N-$ ,  $=C(H)-$ ,  $=C(halogen)-$ , and  $=C(CN)-$ ;

Z is selected from  $-S(O)_{0-2}-$ ,  $-O-$ , and  $-NR^5-$ ;

each  $R^5$  is independently selected from  $-H$ , optionally substituted  $C_{1-6}$ alkyl, optionally substituted aryl, and optionally substituted aryl  $C_{1-6}$ alkyl;

Ar is either a five- to ten-membered arylene or a five- to ten-membered heteroarylene containing between one and three heteroatoms;

$R^2$  is selected from  $-H$ , halogen, trihalomethyl,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-OR^3$ ,  $-NR^3R^3$ ,  $-S(O)_{0-2}R^3$ ,  $-SO_2NR^3R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-N(R^3)SO_2R^3$ ,  $-N(R^3)C(O)R^3$ ,  $-N(R^3)CO_2R^3$ ,  $-C(O)R^3$ , and optionally substituted  $C_{1-6}$ alkyl;

each  $R^3$  is independently selected from  $-H$ ,  $-Si(R^5)(R^5)R^5$ , optionally substituted lower alkyl, optionally substituted aryl, optionally substituted arylalkyl, and optionally substituted heteroarylalkyl;

two  $R^3$ , together with the nitrogen to which they are attached, form a four- to seven-membered heteroalicyclic, said four- to seven-membered heteroalicyclic optionally containing one additional heteroatom; when one said additional heteroatom is a nitrogen, then said nitrogen is optionally substituted with a group selected from  $-H$ , trihalomethyl,  $-SO_2R^5$ ,  $-SO_2NR^5R^5$ ,  $-CO_2R^5$ ,  $-C(O)NR^5R^5$ ,  $-C(O)R^5$ , and optionally substituted lower alkyl;

B is selected from absent,  $-N(R^{13})-$ ,  $-N(SO_2R^{13})-$ ,  $-O-$ ,  $-S(O)_{0-2}-$ , and  $-C(=O)-$ ;

L is selected from absent,  $-C(=S)N(R^{13})-$ ,  $-C(=NR^{14})N(R^{13})-$ ,  $-SO_2N(R^{13})-$ ,  $-SO_2-$ ,  $-C(=O)N(R^{13})-$ ,  $-N(R^{13})-$ ,  $-C(=O)C_{1-2}alkylN(R^{13})-$ ,  $-N(R^{13})C_{1-2}alkylC(=O)-$ ,  $-C(=O)C_{0-1}alkylC(=O)N(R^{13})-$ ,  $-C(=O)-$ ,  $-C_{0-4}alkylene-$ ,  $-C(=O)C_{0-1}alkylC(=O)OR^3-$ ,  $-C(=NR^{14})C_{0-1}alkylC(=O)-$ ,  $-C(=O)C_{0-1}alkylC(=O)-$ , and an optionally substituted four- to six-membered heterocyclyl containing between one and three annular heteroatoms and comprising at least one nitrogen;

T is selected from -H, -R<sup>13</sup>, -C<sub>0-4</sub>alkyl, -C<sub>0-4</sub>alkylQ, -OC<sub>0-4</sub>alkylQ, -C<sub>0-4</sub>alkylOQ, -N(R<sup>13</sup>)C<sub>0-4</sub>alkylQ, -SO<sub>2</sub>C<sub>0-4</sub>alkylQ, -C(=O)C<sub>0-4</sub>alkylQ, -C<sub>0-4</sub>alkylN(R<sup>13</sup>)Q, and -C(=O)N(R<sup>13</sup>)C<sub>0-4</sub>alkylQ, wherein each of the aforementioned C<sub>0-4</sub>alkyl is optionally substituted;

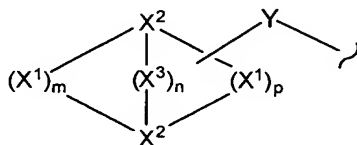
Q is a five- to ten-membered ring system, optionally substituted with between zero and four of R<sup>20</sup>;

each R<sup>20</sup> is independently selected from -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted aryl C<sub>1-6</sub>alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C<sub>1-6</sub>alkyl;

two of R<sup>20</sup>, together with the atom or atoms to which they are attached, combine to form an optionally substituted three- to seven-membered heteroalicyclic, said optionally substituted three- to seven-membered heteroalicyclic either spiro- to Q or fused to Q;

D is selected from -O-, -S(O)<sub>0-2</sub>-, and -NR<sup>15</sup>-;

R<sup>50</sup> is either R<sup>3</sup>, or according to formula **XXIV**;



**XXIV**

wherein X<sup>1</sup>, X<sup>2</sup>, and optionally X<sup>3</sup>, represent the atoms of a saturated bridged ring system, said saturated bridged ring system comprising up to four annular heteroatoms represented by any of X<sup>1</sup>, X<sup>2</sup>, and X<sup>3</sup>; wherein,

each X<sup>1</sup> is independently selected from -C(R<sup>6</sup>)R<sup>7</sup>-, -O-, -S(O)<sub>0-2</sub>-, and -NR<sup>8</sup>-;

each X<sup>2</sup> is independently an optionally substituted bridgehead methine or a bridgehead nitrogen;

each X<sup>3</sup> is independently selected from -C(R<sup>6</sup>)R<sup>7</sup>-, -O-, -S(O)<sub>0-2</sub>-, and -NR<sup>8</sup>-;

Y is either:

an optionally substituted C<sub>1-6</sub>alkylene linker, between D and either 1) any annular atom of the saturated bridged ring system, except X<sup>2</sup> when X<sup>2</sup> is a bridgehead nitrogen, or 2) any heteroatom, represented by any of R<sup>6</sup> or R<sup>7</sup>; provided there are at least two carbon atoms between D and any annular heteroatom of the saturated bridged ring system or any heteroatom represented by any of R<sup>6</sup> or R<sup>7</sup>;

or Y is absent, when Y is absent, said saturated bridged ring system, is directly attached to D via an annular carbon of said saturated bridged ring system, unless D is -SO<sub>2</sub>-, in which case said saturated bridged ring system, is directly attached to D via an any annular atom of said saturated bridged ring system;

m and p are each independently one to four;

n is zero to two, when n is zero, then there is a single bond between the two bridgehead X<sup>2</sup>'s;

R<sup>6</sup> and R<sup>7</sup> are each independently selected from -H, halogen, trihalomethyl, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -NCO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted aryl C<sub>1-6</sub>alkyl, optionally substituted heterocyclyl, optionally substituted heterocyclyl a C<sub>1-6</sub>alkyl, and a bond to either Y or D; or

R<sup>6</sup> and R<sup>7</sup>, when taken together are oxo; or

R<sup>6</sup> and R<sup>7</sup>, when taken together with a common carbon to which they are attached, form a optionally substituted three- to seven-membered spirocyclyl, said optionally substituted three- to seven-membered spirocyclyl optionally containing at least one additional annular heteroatom selected from N, O, S, and P;

R<sup>8</sup> is selected from -R<sup>3</sup>, Y, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, and -C(O)R<sup>3</sup>;

R<sup>13</sup> is selected from -H, -C(=O)R<sup>3</sup>, -C(=O)OR<sup>3</sup>, -C(=O)SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -C(=O)N(R<sup>3</sup>)R<sup>3</sup>, and optionally substituted C<sub>1-6</sub>alkyl;

two R<sup>13</sup>, together with the atom or atoms to which they are attached, can combine to form a heteroalicyclic optionally substituted with between one and four of R<sup>60</sup>, said heteroalicyclic comprising up to four annular heteroatoms, and said heteroalicyclic optionally comprising an aryl or heteroaryl fused thereto, in which case said aryl or heteroaryl is optionally substituted with an additional one to four of R<sup>60</sup>;

$R^{14}$  is selected from -H, -NO<sub>2</sub>, -NH<sub>2</sub>, -N(R<sup>3</sup>)R<sup>3</sup>, -CN, -OR<sup>3</sup>, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted heteroalicycyl C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted aryl C<sub>1-6</sub>alkyl and optionally substituted heteroalicyclic;

$R^{15}$  is a group -M<sup>1</sup>-M<sup>2</sup>, wherein M<sup>1</sup> is selected from absent, -C(=S)N(R<sup>13</sup>)-, -C(=NR<sup>14</sup>)N(R<sup>13</sup>)-, -SO<sub>2</sub>N(R<sup>13</sup>)-, -SO<sub>2</sub>-, -C(=O)N(R<sup>13</sup>)-, -C(=O)C(=O)N(R<sup>13</sup>)-, -C<sub>0-4</sub>alkylene-, -C(=O)-, and an optionally substituted four to six-membered heterocyclyl containing between one and three heteroatoms but comprising at least one nitrogen; and M<sup>2</sup> is selected from -H, -C<sub>0-6</sub>alkyl, alkoxy, -C(=O)C<sub>0-4</sub>alkylQ, -C<sub>0-4</sub>alkylQ, -OC<sub>0-4</sub>alkylQ-, -N(R<sup>13</sup>)C<sub>0-4</sub>alkylQ-, and -C(=O)N(R<sup>13</sup>)C<sub>0-4</sub>alkylQ;

$R^{60}$  is selected from -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted heteroaryl C<sub>1-6</sub>alkyl, and optionally substituted aryl C<sub>1-6</sub>alkyl;

two of  $R^{60}$ , when attached to a non-aromatic carbon, can be oxo;

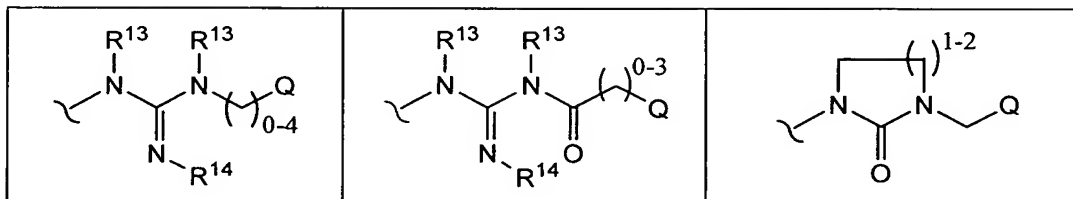
P<sup>1</sup> is a suitable leaving group; and

P<sup>2</sup> is selected from -H, a metal, and a group removed *in-situ* when combining **XXII** and **XXIII** to make **XXI**.

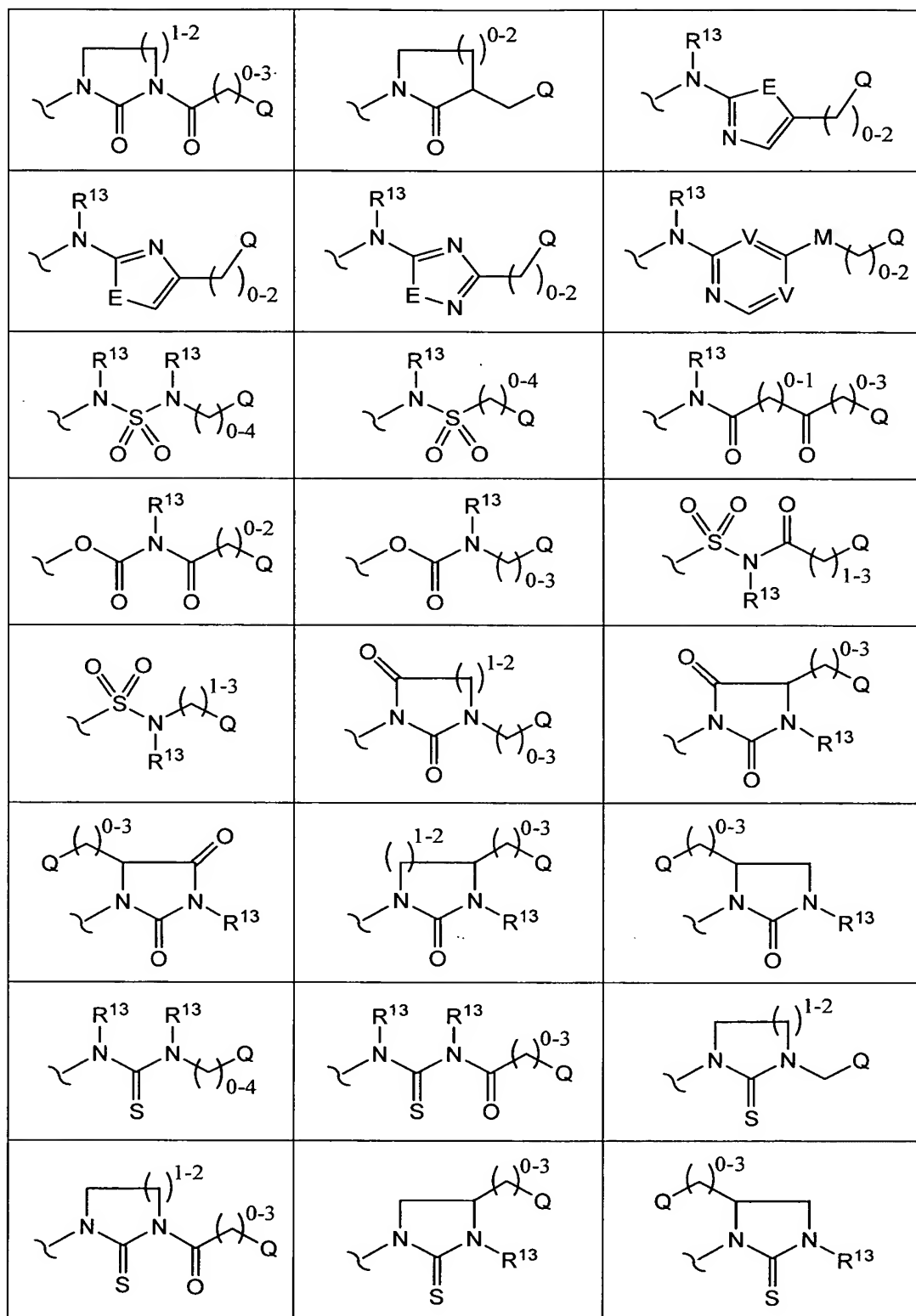
116. (Original) The process according to claim 115, wherein Ar is *para*-phenylene as defined by the substitution pattern of -Z- and -B-L-T about said phenylene.

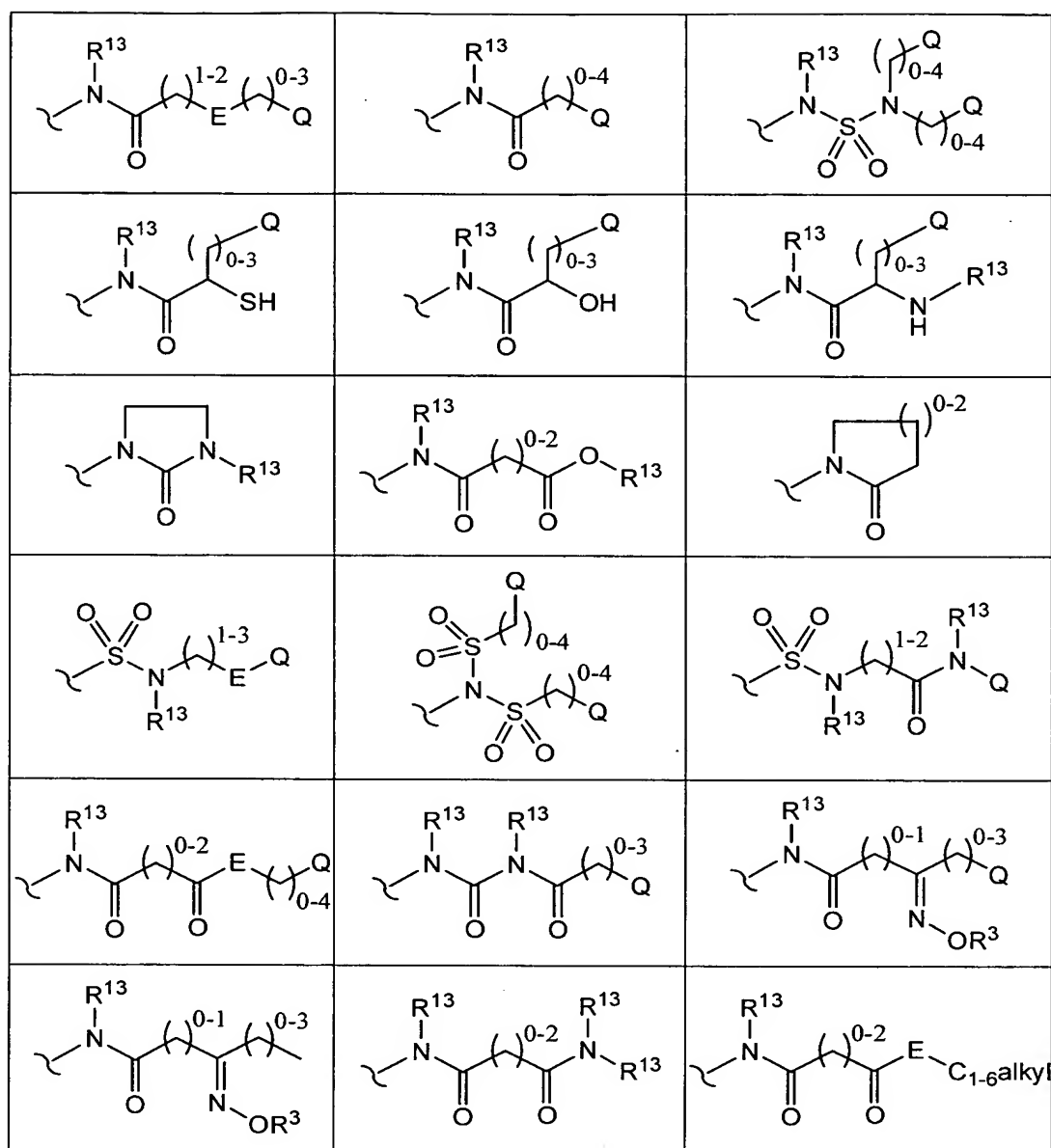
117. (Original) The process according to claim 116, wherein Z is either -O- or -NR<sup>5</sup>-.

118. (Original) The process according to claim 117, wherein -B-L-T is selected from the following:









wherein Q, R<sup>20</sup>, and R<sup>13</sup> are as defined above; each E is selected from -O-, -N(R<sup>13</sup>)-, -CH<sub>2</sub>-, and -S(O)<sub>0-2</sub>-; M is selected from -O-, -N(R<sup>13</sup>)-, -CH<sub>2</sub>-, and -C(=O)N(R<sup>13</sup>)-; each V is independently either =N- or =C(H)-; each methylene in any of the above formulae is independently optionally substituted with R<sup>25</sup>; and R<sup>25</sup> is selected from halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted aryl, optionally substituted aryl C<sub>1-6</sub>alkyl, heteroaryl C<sub>1-6</sub>alkyl, and optionally substituted C<sub>1-6</sub>alkyl; two of R<sup>25</sup>, together with the carbon or carbons to which they are attached, can

combine to form an optionally substituted three- to seven-membered alicyclic or heteroalicyclic; two of  $R^{25}$  on a single carbon can be oxo.

119. (Original) The process according to claim 118, wherein there is one of  $R^1$  that is  $-D-R^{50}$  and another of  $R^1$  that is  $-OR^{3a}$ .

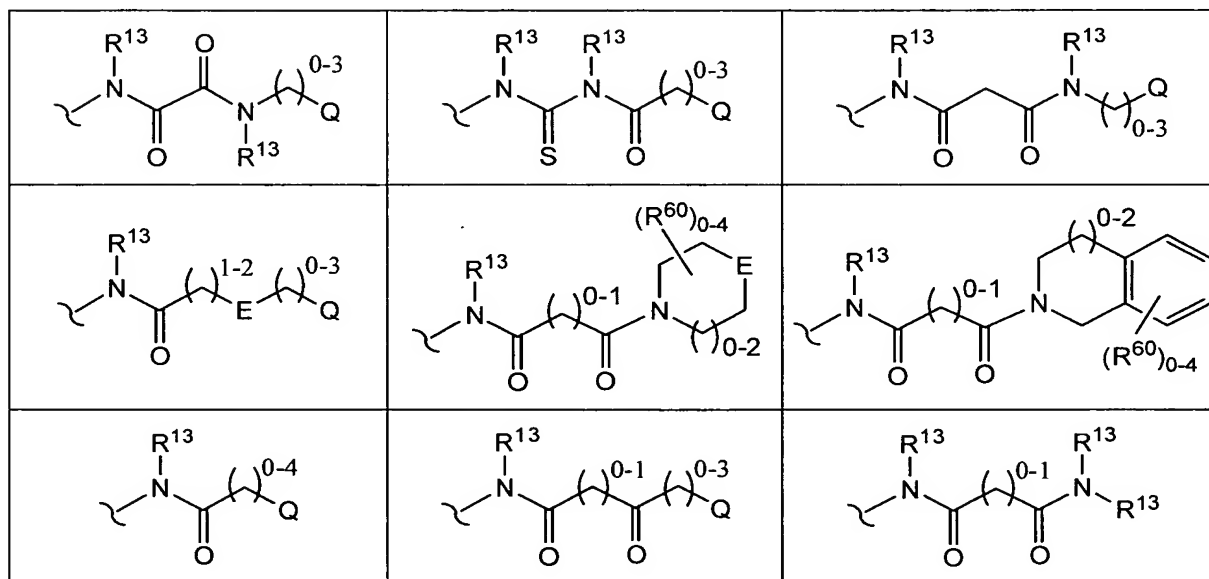
120. (Original) The process according to claim 119, wherein D is  $-O-$ .

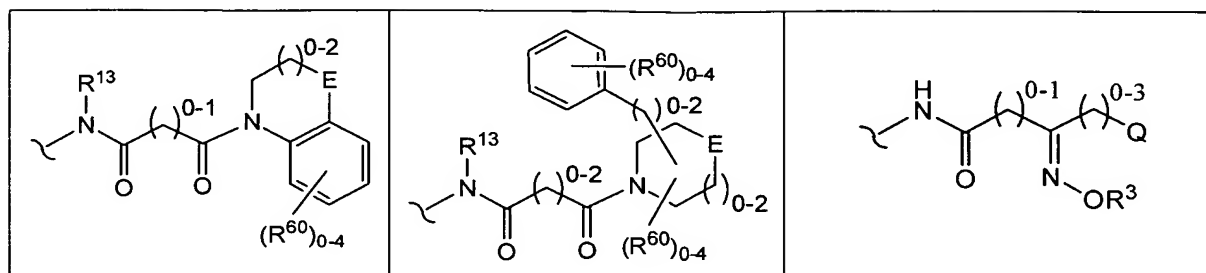
121. (Original) The process according to claim 120, wherein  $-O-R^{50}$  and  $-OR^{3a}$  are interchangeably located at the 6-position and 7-position of the quinazoline or quinoline according to Formula **XXI**.

122. (Original) The process according to claim 121, wherein  $-OR^{3a}$  is selected from  $-OH$ ,  $-OSi(R^5)(R^5)R^5$ , and optionally substituted  $-OC_{1-6}alkyl$ .

123. (Original) The process according to claim 122, wherein J is  $=N-$  or  $=C(H)-$ .

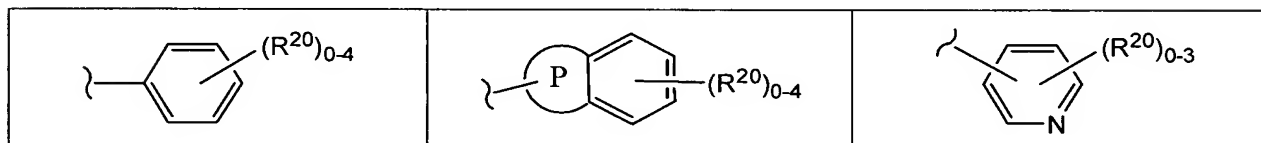
124. (Original) The process according to claim 123, wherein  $-B-L-T$  is selected from:





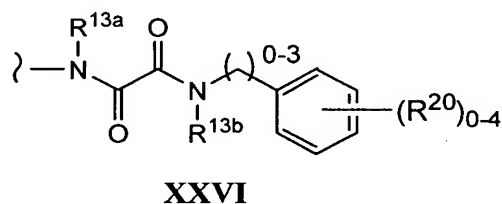
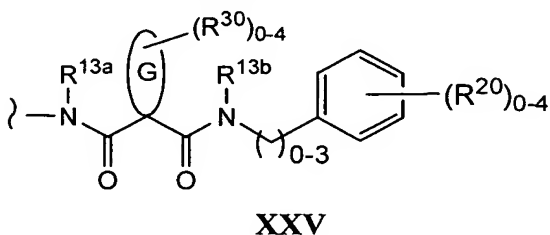
wherein Q, R<sup>20</sup>, R<sup>13</sup>, E, and R<sup>60</sup> are as defined above; each methylene in any of the above formulae, other than those in a depicted ring, is independently optionally substituted with R<sup>25</sup>; and R<sup>25</sup> is selected from halogen, trihalomethyl, oxo, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, optionally substituted aryl, optionally substituted aryl C<sub>1-6</sub>alkyl, heteroaryl C<sub>1-6</sub>alkyl, and optionally substituted C<sub>1-6</sub>alkyl; two of R<sup>25</sup>, together with the carbon or carbons to which they are attached, can combine to form a three- to seven-membered optionally substituted alicyclic or heteroalicyclic.

125. (Original) The process according to claim 124, wherein Q is selected from the following three formula:



wherein R<sup>20</sup> is defined as above, and P is a five- to seven-membered ring, including the two shared carbons of the aromatic ring to which P is fused, P optionally containing between one and three heteroatoms.

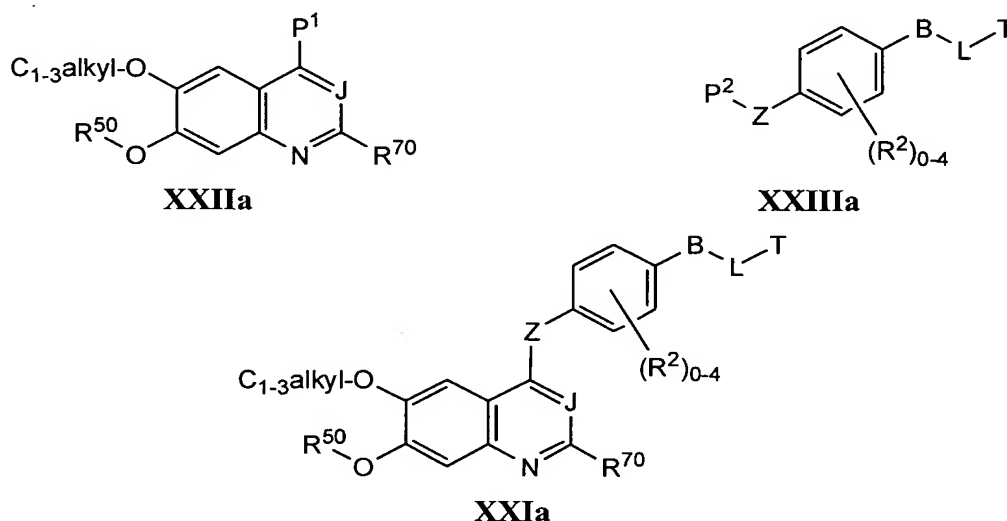
126. (Original) The process according to claim 125, wherein -B-L-T is either of formula XXV or formula XXVI,



wherein R<sup>20</sup> is defined as above; G is either an optionally substituted cycloalkyl or an optionally substituted heteroalicyclic; each R<sup>30</sup> is independently selected from halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>,

$-\text{C}(\text{O})\text{NR}^3\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{SO}_2\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{C}(\text{O})\text{R}^3$ ,  $-\text{N}(\text{R}^3)\text{CO}_2\text{R}^3$ ,  $-\text{C}(\text{O})\text{R}^3$ , and optionally substituted  $\text{C}_{1-6}\text{alkyl}$ ; and  $\text{R}^{3a}$  and  $\text{R}^{3b}$  are each independently selected from  $-\text{H}$  and optionally substituted  $\text{C}_{1-6}\text{alkyl}$ .

127. (Original) The process according to claim 126, wherein a compound of formula **XXIIa** is combined with a compound of formula **XXIIIa** to make a compound of formula **XXIa**,



wherein  $-\text{B}-\text{L}-\text{T}$ ,  $\text{Z}$ ,  $\text{J}$ ,  $\text{R}^{50}$ , and  $\text{R}^2$  are as defined above;  $\text{R}^{70}$  is selected from  $-\text{H}$ ,  $-\text{NO}_2$ ,  $-\text{NH}_2$ , and  $-\text{NR}^3\text{R}^3$ ; provided when  $\text{Z}$  is  $-\text{N}(\text{R}^5)-$  that  $\text{R}^5$  is selected from  $-\text{H}$ ,  $\text{C}_{1-3}\text{alkyl}$ , and aryl  $\text{C}_{1-3}\text{alkyl}$ ;  $\text{P}^1$  is selected from halogen, optionally substituted alkyl- $\text{S}(\text{O})_{0-2}-$ , optionally substituted arylsulfonate, optionally substituted alkylsulfonate, a group containing boron, an azide, a group containing phosphorus, and a metal; and  $\text{P}^2$  is selected from  $-\text{H}$  and a metal.

128. (Original) The process according to claim 127, wherein  $\text{P}^2$  is selected from  $-\text{H}$ , lithium, sodium, potassium, cesium, copper, palladium, and titanium.

129. (Original) The process according to claim 128, wherein  $\text{Z}$  is  $-\text{O}-$ .

130. (Original) The process according to claim 129, wherein  $\text{P}^1$  is selected from chlorine, bromine, a toluene sulfonate, and trifluoromethanesulfonate.

131. (Original) The process according to claim 130, wherein  $\text{R}^{70}$  is  $-\text{H}$ .

132. (Original) The process according to claim 131, wherein  $\text{J}$  is  $=\text{C}(\text{H})-$ .

133. (Original) The process according to claim 132, wherein  $R^2$  is selected from  $C_{1-6}$  alkyl, perfluoro  $C_{1-6}$  alkyl, and halogen.

134. (Original) The process according to claim 133, wherein **XXIIa** and **XXIIIa** are heated together, optionally with a base, optionally with microwave radiation, to form **XXIa**.

135. (Original) The process according to claim 134, wherein the base is selected from an organic base, an inorganic base, and a combination of an organic base and an inorganic base.

136. (Original) The process according to claim 135, wherein the base is selected from 2,6-lutidine, 4-N,N-dimethylaminopyridine, and a metal carbonate.

137. (Original) The process according to claim 136, wherein **XXIIa** and **XXIIIa** are heated together in a solvent with said base, at between about 40°C and 200°C for between about one hour and twenty-four hours to form **XXIa**.

138. (Original) The process according to claim 137, wherein the solvent is an organic solvent.

139. (Original) The process according to claim 138, wherein one molar equivalent of **XXIIa** is combined with between about one quarter and four molar equivalents of **XXIIIa**.

140. (Original) The process according to claim 139, wherein one molar equivalent of **XXIIa** is combined with more than one but less than two molar equivalents of **XXIIIa**.

141. (Original) The process according to claim 140, wherein **XXIIa** is combined with **XXIIIa** and said base in an aromatic solvent to form a mixture, and said mixture is heated to between about 100°C and 200°C for between about one and ten hours to form **Ia**.

142. (Original) The process according to claim 141, wherein the aromatic solvent is an optionally substituted benzene.

143. (Original) The process according to claim 142, wherein the aromatic solvent is bromobenzene.

144. (Original) The process according to claim 143, wherein the base is 4-N,N-dimethylaminopyridine.

145. (Original) The process according to claim 144, wherein said mixture is heated to reflux for between about three and seven hours.

146. (Original) The process according to claim 145, wherein said mixture is heated to reflux for between about four and six hours.

147. (Original) The process according to claim 140, wherein **XXIIa** is combined with **XXIIIa** and said base in a non-aromatic solvent to form a mixture, and said mixture is heated to between about 40°C and 100°C for between about one and twenty hours to form **XXIa**.

148. (Original) The process according to claim 147, wherein the non-aromatic solvent comprises a functional group selected from an amide, and ether, a nitrile, a halide, an ester, an amine, and a ketone.

149. (Original) The process according to claim 148, wherein the non-aromatic solvent is N,N-dimethylacetamide.

150. (Original) The process according to claim 149, wherein the base is potassium carbonate.

151. (Original) The process according to claim 150, wherein said mixture is heated to about 50°C between about ten and twenty hours.

152. (Original) The process according to claim 151, wherein the aromatic solvent is an optionally substituted pyridine.

153. (Original) The process according to claim 152, wherein the aromatic solvent is 2,6-lutidine.

154. (Original) The process according to claim 153, wherein the base is 2,6-lutidine.

155. (Original) The process according to claim 154, wherein said mixture is heated to reflux for between about three and seven hours.

156. (Original) The process according to claim 155, wherein said mixture is heated to reflux for between about four and six hours.

157. (Original) The process according to claim 139, wherein one molar equivalent of **XXIIIa** is combined with more than one but less than two molar equivalents of **XXIIa**.

158. (Original) The process according to claim 157, wherein **XXIIa** is combined with **XXIIIa** and said base in an aromatic solvent to form a mixture, and said mixture is heated to between about 100°C and 200°C for between about ten and twenty hours to form **XXIa**.

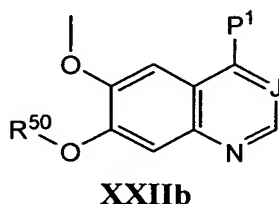
159. (Original) The process according to claim 158, wherein the aromatic solvent is an optionally substituted pyridine.

160. (Original) The process according to claim 159, wherein the aromatic solvent is 2,6-lutidine.

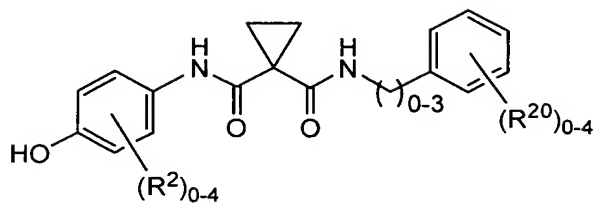
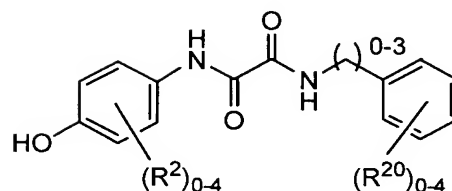
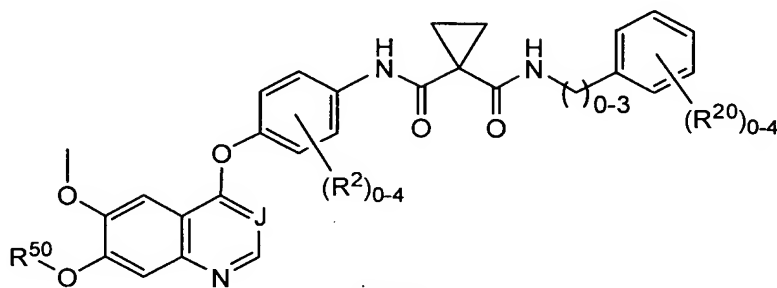
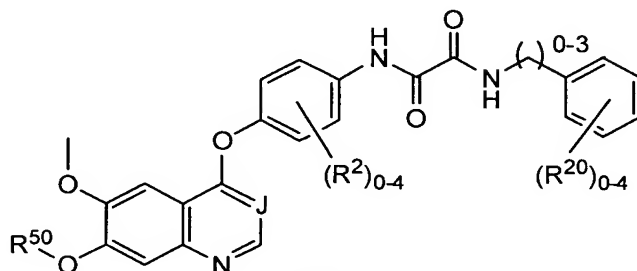
161. (Original) The process according to claim 160, wherein the base is 2,6-lutidine.

162. (Original) The process according to claim 161, wherein said mixture is heated to between about 150°C and 200°C for between about fifteen and twenty hours.

163. (Currently Amended) The process according to ~~any of claims 134—162~~ claim 134, wherein a compound of formula **XXIIb** is substituted for the compound of formula **XXIIa**, and either a compound of formula **XXIIIb** or a compound of formula **XXIIIc** is substituted for the compound of formula **XXIIIa**, in order to make a compound of formula **XXIb** or a compound of formula **XXIc**, respectively,





**XXIIIb****XXIIIc****XXIIb****XXIIc**

wherein J, R<sup>50</sup>, R<sup>20</sup> and R<sup>2</sup> are as defined above.

164. (Original) The process according to claim 163, wherein R<sup>2</sup>, if present, is halogen.

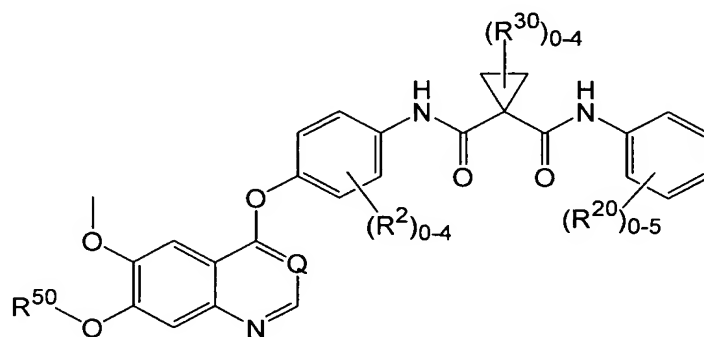
165. (Original) The process according to claim 164, wherein R<sup>2</sup>, if present, is fluorine.

166. (Original) The process according to claim 165, wherein R<sup>2</sup>, if present, is up to two fluorines *ortho* to the oxygen of the phenylene to which R<sup>2</sup> is attached.

167. (Currently Amended) The process according to claim 115, ~~used to make~~ wherein the compound of Formula XXI is a compound listed in either Table 1 or Table 2.

168. (Currently Amended) The process according to ~~any of claims 115–167~~ claim 1, further comprising converting said compound to a pharmaceutically acceptable salt, hydrate, or prodrug thereof.

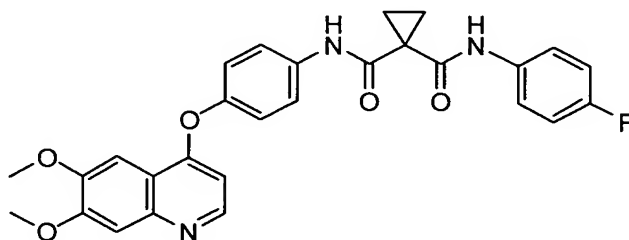
169. (New) The compound of claim 66, represented by the formula:



**XIVa,**

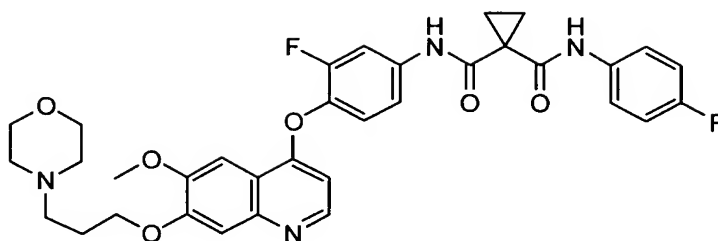
wherein  $R^{50}$  is  $C_{1-6}$  alkyl optionally substituted with an optionally substituted heteroalicyclic.

170. (New) The compound of claim 169, which is N-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}phenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide, represented by the formula:

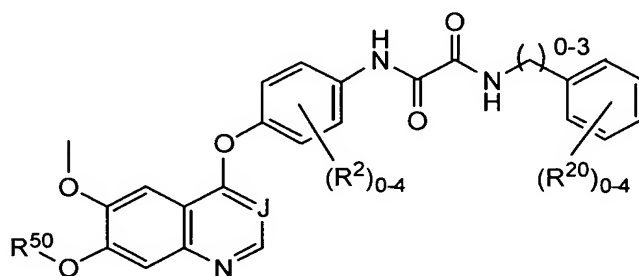


171. (New) The compound of claim 169, wherein the optionally substituted heteroalicyclic is morpholine.

172. (New) The compound of claim 171, which is N-[3-fluoro-4-({6-(methoxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide, represented by the formula:



173. (New) The compound of claim 1, represented by the formula:

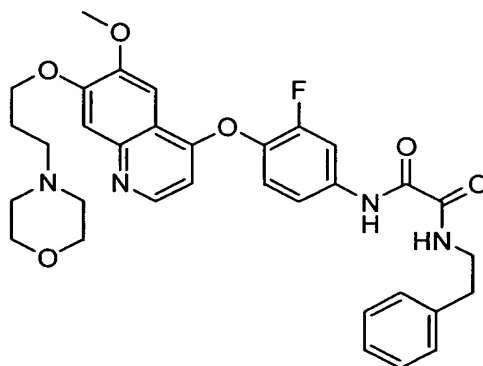


**XXIf,**

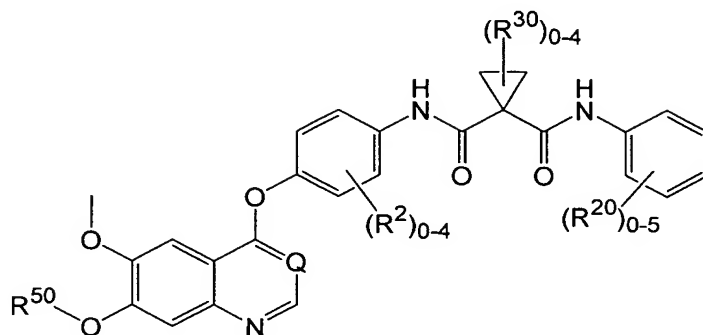
wherein J is =N- or =C(H)-, and R<sup>50</sup> is C<sub>1-6</sub> alkyl optionally substituted with a an optionally substituted heteroalicylic.

174. (New) The compound of claim 173, wherein the optionally substituted heteroalicylic is morpholine.

175. (New) The compound of claim 174, which is N-{3-Fluoro-4-[6-methoxy-7-(3-morpholin-4-yl-propoxy)-quinolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide, represented by the formula:



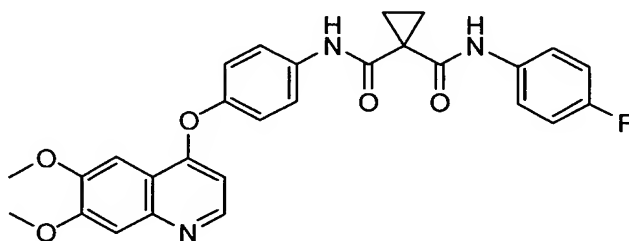
176. (New) The composition of claim 106, wherein the compound is represented by the formula:



**XIVa,**

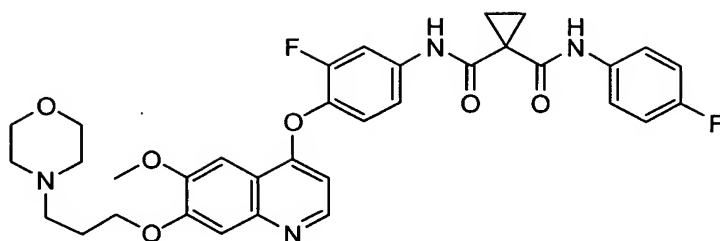
wherein  $R^{50}$  is  $C_{1-6}$  alkyl optionally substituted with an optionally substituted heteroalicyclic.

177. (New) The composition of claim 176, wherein the compound is N-(4-{[6,7-bis(methyloxy)quinolin-4-yl]oxy}phenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide, represented by the formula:

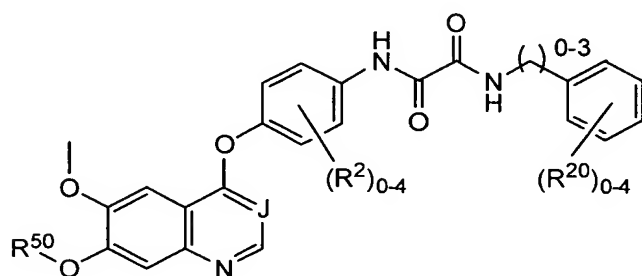


178. (New) The composition of claim 176, wherein the optionally substituted heteroalicyclic is morpholine.

179. (New) The composition of claim 178, wherein the compound is N-[3-fluoro-4-({6-(methyloxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide, represented by the formula:



180. (New) The composition of claim 106, wherein the compound is represented by the formula:

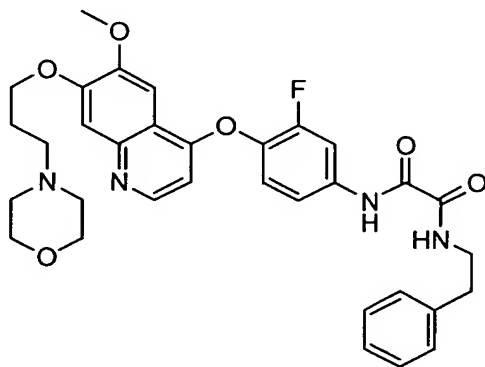


**XXIf,**

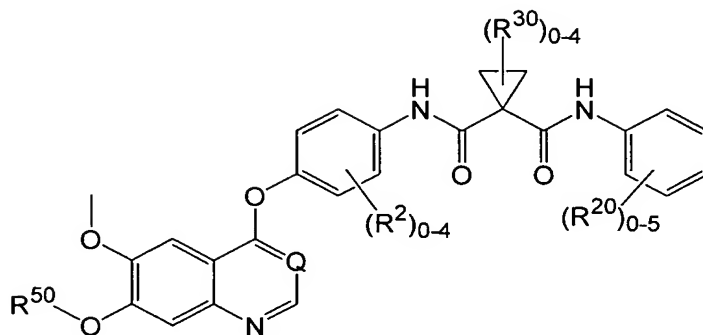
wherein J is =N- or =C(H)-, and R<sup>50</sup> is C<sub>1-6</sub> alkyl optionally substituted with a an optionally substituted heteroalicylic.

181. (New) The composition of claim 180, wherein the optionally substituted heteroalicylic is morpholine.

182. (New) The composition of claim 181, wherein the compound is N-{3-Fluoro-4-[6-methoxy-7-(3-morpholin-4-yl-propoxy)-quinolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide, represented by the formula:



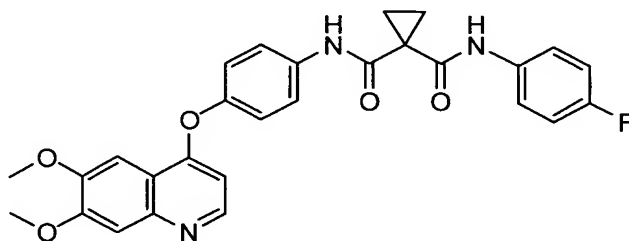
183. (New) The method of claim 112, wherein the compound is represented by the formula:



**XIVa,**

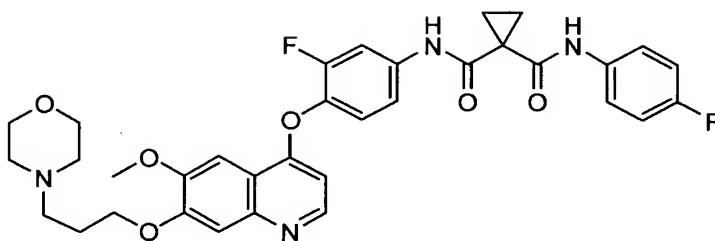
wherein  $R^{50}$  is  $C_{1-6}$  alkyl optionally substituted with an optionally substituted heteroalicyclic.

184. (New) The method of claim 183, wherein the compound is N-(4-{[6,7-bis(methoxy)quinolin-4-yl]oxy}phenyl)-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide, represented by the formula:

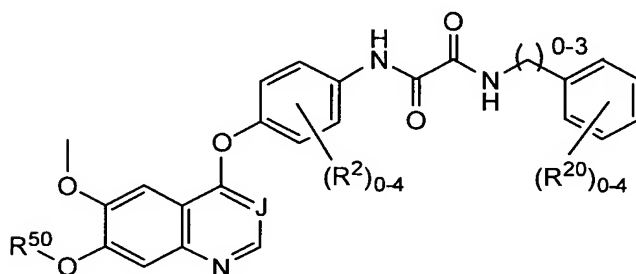


185. (New) The method of claim 183, wherein the optionally substituted heteroalicyclic is morpholine.

186. (New) The method of claim 185, wherein the compound is N-[3-fluoro-4-({6-(methoxy)-7-[(3-morpholin-4-ylpropyl)oxy]quinolin-4-yl}oxy)phenyl]-N'-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide, represented by the formula:



187. (New) The method of claim 112, wherein the compound is represented by the formula:

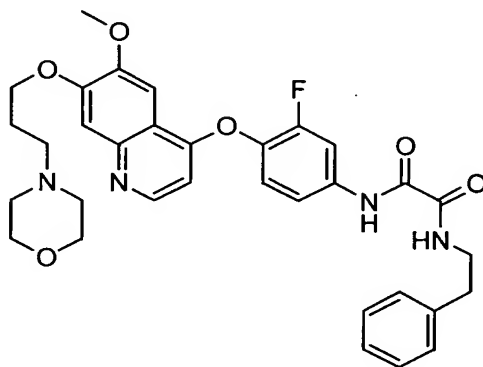


**XXIIc,**

wherein J is =N- or =C(H)-, and R<sup>50</sup> is C<sub>1-6</sub> alkyl optionally substituted with a an optionally substituted heteroalicyclic.

188. (New) The method of claim 187, wherein the optionally substituted heteroalicyclic is morpholine.

189. (New) The method of claim 188, wherein the compound is N-{3-Fluoro-4-[6-methoxy-7-(3-morpholin-4-yl-propoxy)-quinolin-4-yloxy]-phenyl}-N'-phenethyl-oxalamide, represented by the formula:



190. (New) The compound of claim 12, wherein  $R^{50}$  is a heteroalicyclic or a  $C_{1-6}$ alkyl-heteroalicyclic.